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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in OKG Technology Holdings Limited (the “Company”), you should at once hand this circular with the enclosed 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 the transferee.

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OKG Technology Holdings Limited 歐科雲鏈控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1499)

PROPOSALS FOR (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) RE-ELECTION OF RETIRING DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of the Company to be held on Thursday, 8 September 2022 at 11:00 a.m. at Unit 901, 9th Floor, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong (the “AGM”) is set out on pages AGM-1 to AGM-6 of this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. **Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjournment thereof (as the case may be), should you so wish.**

PRECAUTIONARY MEASURES FOR PHYSICAL ATTENDANCE AT THE AGM

The following precautionary measures will be implemented to reduce the risk of contracting and spreading of Coronavirus Disease 2019 (“COVID-19”) at the AGM venue:

- (1) Compulsory body temperature checks
- (2) Submission of Health Declaration Form
- (3) Wearing of surgical face mask
- (4) Safe distancing measures for queue management and seating at the venue
- (5) No provision of refreshments or drinks

Attendees who do not comply with the above precautionary measures may be denied entry to the AGM venue at the absolute discretion of the Company as permitted by law.

For health and safety of Shareholders, the Company would encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

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PRECAUTIONARY MEASURES FOR PHYSICAL ATTENDANCE AT THE ANNUAL GENERAL MEETING

For Shareholders who would like to attend the physical AGM, please note that the following precautionary measures will be implemented by the Company at the AGM venue to safeguard the health of the AGM attendees and to comply with the requirements for the prevention and control of the spreading of COVID-19.

- (1) compulsory body temperature checks will be required of every attendee at the main entrance of the AGM venue;
- (2) every attendee will be required to submit a completed Health Declaration Form prior to entry into the AGM venue. Please have the completed and signed Health Declaration Form ready for collection at the main entrance of the AGM venue to facilitate prompt and smooth processing;
- (3) every attendee will be required to wear a surgical face mask at all times (including queuing for registration outside the AGM venue and throughout the AGM) and must follow the seating arrangement fixed by the Company. Please note that no masks will be provided at the AGM venue and attendees should bring and wear their own masks;
- (4) safe distancing measures for queue management and seating at the AGM venue will be maintained; and
- (5) no refreshments or drinks will be provided to AGM attendees.

Attendees are in addition requested to observe and practise good personal hygiene at all times. The Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue if such person:

- (i) is having a body temperature of over 37.5 degree Celsius;
- (ii) refuses to comply with any of the above precautionary measures;
- (iii) has any flu-like symptoms; or
- (iv) is subject to any Hong Kong Government prescribed quarantine or has close contact with any person under quarantine.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company's website or the website of the Stock Exchange for future announcements and updates on the AGM arrangements.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held on Thursday, 8 September 2022 at 11:00 a.m. at Unit 901, 9th Floor, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong;
“AGM Notice”	the notice convening the AGM set out on pages AGM-1 to AGM-6 of this circular;
“Articles of Association”	the amended and restated memorandum and articles of association of the Company, as amended from time to time;
“Board”	the board of Directors;
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“Company”	OKG Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose Shares are listed on the Main Board of the Stock Exchange (stock code: 1499);
“core connected person(s)”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency for the time being of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution No. 7 in the AGM Notice;

DEFINITIONS

“Latest Practicable Date”	20 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution No. 8 in the AGM Notice;
“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) of HK\$0.005 each in the capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs (as amended and supplemented from time to time); and
“%”	per cent.

LETTER FROM THE BOARD

OKG Technology Holdings Limited 歐科雲鏈控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1499)

Board of Directors:

Executive Directors

Mr. Ren Yunan *(Chairman of the Board and
Chief Executive Officer)*

Mr. Zhang Chao

Non-executive Directors

Mr. Tang Yue

Mr. Pu Xiaojiang

Independent non-executive Directors

Mr. Li Zhouxin

Mr. Lee Man Chiu

Mr. Jiang Guoliang

Registered Office:

Windward 3

Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

Headquarters and Principal

Place of Business in Hong Kong:

Unit 902-903

9th Floor, Sino Plaza

255-257 Gloucester Road

Causeway Bay

Hong Kong

26 July 2022

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the AGM for (i) the grant to the Directors the Issue Mandate and the Repurchase Mandate; (ii) the re-election of retiring Directors; (iii) the explanatory statement regarding the Repurchase Mandate; and (iv) to send Shareholders the notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by its then Shareholders on 25 August 2021. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate number of Shares not exceeding 20% of the number of Shares in issue as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares with an aggregate number of Shares not exceeding 10% of the number of Shares in issue as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The Board has no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Ren Yunan and Mr. Zhang Chao (“**Mr. Zhang**”); the non-executive Directors are Mr. Tang Yue (“**Mr. Tang**”) and Mr. Pu Xiaojiang; and the independent non-executive Directors are Mr. Li Zhouxin, Mr. Lee Man Chiu (“**Mr. Lee**”) and Mr. Jiang Guoliang.

In accordance with Article 108 of the Articles of Association, not less than one-third of the Directors for the time being shall retire from office by rotation at the AGM. Each of Mr. Tang and Mr. Lee has offered himself for re-election as Director at the AGM. Accordingly, each of them shall retire at the AGM and, being eligible, to offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

In accordance with Article 112 of the Articles of Association, the Director(s) appointed as an addition to the existing Board shall hold office until the next following annual general meeting after his appointment. Accordingly, Mr. Zhang shall hold office until the AGM and, being eligible, has offered himself for re-election.

The nomination committee of the Company (“**Nomination Committee**”) made recommendation to the Board for its consideration on the re-election of the above retiring Directors (the “**Retiring Directors**”) at the AGM. In considering and recommending the Retiring Directors, the Nomination Committee has taken into account the criteria including knowledge, experience, capability and various diversity aspects as set out in the board diversity policy of the Company as well as their overall contributions and services to the Company.

The Nomination Committee is of the view that Mr. Lee has demonstrated his abilities to provide independent, balanced and impartial views to the Company’s affairs. In addition, Mr. Lee has given to the Company an annual confirmation of his independence in accordance with the independence guidelines as set out in Rule 3.13 of the Listing Rules (the “**Independent Guidelines**”). The Nomination Committee is satisfied with the independence of Mr. Lee with reference to the Independent Guidelines. The Nomination Committee concluded that Mr. Lee remains independent.

In view of above, the Board agreed with the nomination by the Nomination Committee and recommended Mr. Zhang, Mr. Tang and Mr. Lee to stand for re-election by the Shareholders at the AGM.

The biographical details of each of Mr. Zhang, Mr. Tang and Mr. Lee are set out in Appendix II to this circular.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM

The AGM is scheduled to be held on Thursday, 8 September 2022. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 5 September 2022 to Thursday, 8 September 2022, both days inclusive, during which period no transfer of Shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Friday, 2 September 2022.

LETTER FROM THE BOARD

THE AGM AND PROXY ARRANGEMENT

A notice convening the AGM to be held on Thursday, 8 September 2022 at 11:00 a.m. at Unit 901, 9th Floor, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong on pages AGM-1 to AGM-6 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

Shareholders will find enclosed a form of proxy for use at the AGM. Whether or not Shareholders are able to attend the AGM, Shareholders are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM, or any adjournment thereof (as the case may be), should Shareholders so wish.

RECOMMENDATION

The Board considers that the resolutions as set out in the Notice of AGM are all in the best interests of the Company and its Shareholders as a whole. The Board also considers that it is in the interests of the Company and its Shareholders to re-elect those Retiring Directors at the AGM who, being eligible, have offered themselves for re-election at the AGM. Accordingly, the Board recommends the Shareholders to vote in favour of all such resolutions at the AGM.

Yours faithfully,

By order of the Board

OKG Technology Holdings Limited

Ren Yunan

Chairman, Chief Executive Officer and Executive Director

This Appendix serves as explanatory statement, as required by the Listing Rules, to provide the Shareholders with the requisite information to make an informed decision whether to vote for or against the Repurchase Resolution to approve the grant of the Repurchase Mandate to the Directors at the AGM.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. The Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements as at 31 March 2022) in the event the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. SHARE IN ISSUE

As at the Latest Practicable Date, the total number of Shares in issue was 5,370,510,000 Shares.

Subject to the passing of the resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 537,051,000 Shares, representing 10% of the total number of Shares in issue as at the date of passing the relevant resolution. Such number of Shares referred to above shall, where applicable, be adjusted in the event that the Shares in issue as at the date of passing the resolution are, at any time thereafter, converted into a larger or smaller number of Shares.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Articles of Association.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such 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 that term is defined in the Takeovers Code), depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders have interests representing 5% or more of the issued share capital of the Company:

Name	Number of Shares held/interested	Approximate % of interest	
		As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Xu Mingxing <i>(Note 1)</i>	3,904,925,001	72.71%	80.79%
OKC Holdings Corporation ("OKC") <i>(Note 1 & 2)</i>	3,904,925,001	72.71%	80.79%

Notes:

- (1) Mr. Xu Mingxing (“**Mr. Xu**”) is deemed to be interested in the 3,904,925,001 shares of the Company held by OKC pursuant to the SFO. Mr. Xu holds an aggregate interest of approximately 74.01% in OKC through: (i) his wholly-owned companies named OKEM Services Company Limited and StarXu Capital Limited (“**StarXu Capital**”), which holds direct interest in OKC of approximately 43.89% and 29.26%, respectively; (ii) SKY CHASER HOLDINGS LIMITED (“**SKY CHASER**”) in which StarXu Capital has interest of approximately 73.52%. As SKY CHASER directly holds approximately 1.17% interest in OKC, accordingly, Mr. Xu holds approximately 0.86% indirect interest of OKC through SKY CHASER.

- (2) Mr. Tang Yue is deemed or taken to be interested in 8,578,654 shares of OKC, the substantial shareholder of the Company, by virtue of the fact that his wholly-owned company, Purple Mountain Holding Ltd., holds direct interest in 3,898,103 ordinary shares, 3,068,409 series seed preferred shares and 1,612,142 series A-1 preferred shares of par value of USD0.0001 each of OKC, representing approximately 7.39% of the total issued share capital of OKC. Each series seed preferred share and series A-1 preferred share could be convertible into one ordinary share.

Thus, Mr. Tang Yue is deemed or taken to be interested in approximate 7.39% of the shares in OKC, an associated corporation of the Company pursuant to the SFO.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interests of each of the above Shareholders in the Company would be increased to approximately the percentages as set out opposite their respective names in the table above. On the basis of the aforesaid increase of shareholding held by the Shareholders set out above, the Directors consider that such repurchases of Shares may result in the Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate were exercised in full. The Directors do not intend to exercise the power to repurchase Shares to an extent which would render the aforesaid Shareholders or any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The exercise of the Repurchase Mandate in full would not result in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company under the Repurchase Mandate.

No core connected person (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the proposed Repurchase Mandate is approved by the Shareholders.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares had been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices of the Shares have traded on the Stock Exchange for the previous twelve calendar months and up to the Latest Practicable Date were as follows:

Month	Share price (Per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
July	0.325	0.260
August	0.370	0.275
September	0.400	0.243
October	0.400	0.265
November	0.310	0.247
December	0.280	0.220
2022		
January	0.265	0.211
February	0.255	0.190
March	0.230	0.155
April	0.243	0.166
May	0.193	0.160
June	0.200	0.165
July (up to the Latest Practicable Date)	0.248	0.172

Set out below are particulars (as required by the Listing Rules) of the Directors proposed to be re-elected at the AGM.

- 1. Mr. ZHANG Chao (張超先生) (“Mr. Zhang”)**, aged 34, is our executive Director.

Mr. Zhang graduated from Peking University with a master’s degree in electronic and communications engineering in 2015 and has extensive experiences in the information technology related fields.

Mr. Zhang is currently the legal representative and director of each of three indirect subsidiaries of the Company, namely Beijing OKG Network Technology Co., Ltd.* (北京歐科雲鏈網絡科技有限公司), Beijing OKG Network Information Co., Ltd.* (北京歐科雲鏈網絡信息有限公司) and Jinan OKLink Technology Co., Ltd.* (濟南歐盾鏈信科技有限公司). He joined the Group in February 2019.

Save as disclosed above, Mr. Zhang has not held any other directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

A letter of appointment has been signed by Mr. Zhang, pursuant to which he is entitled to an annual director’s fees of HK\$600,000 per annum, by reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. He is also entitled the Group emoluments which comprise a salary of approximately HK\$1,596,000 per annum and a discretionary bonus as may be determined by the Board. The letter of appointment does not specify any fixed term of service and may be terminated by either party giving to the other not less than one-month prior notice in writing. Mr. Zhang will hold office until the next general meeting of the Company at which he will be eligible for re-election in accordance with the Articles of Association.

As far as the Directors aware, Mr. Zhang does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors aware, Mr. Zhang did not have any other interest or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no information of Mr. Zhang to be disclosed pursuant to any of the requirement under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders.

* *For identification purposes only*

2. **Mr. TANG Yue (唐越先生) (“Mr. Tang”)**, aged 51, is our non-executive Director.

Mr. Tang graduated from the Concordia College with Bachelor of Arts degree in 1993.

Mr. Tang is the founder of X Financial (NYSE: XYF), a leading technology-driven personal finance company in China, wherein he serves as the chairman and chief executive officer since March 2014. Mr. Tang is a renowned internet entrepreneur and investor in China. Mr. Tang resigned as the director of OKC on 25 September 2021. Mr. Tang is a founding member of the China Entrepreneur Club, a founding member of the Paradise International Foundation, a member of The Nature Conservancy China Board, and a founding member of the Beijing SmileAngel Children’s Hospital.

As at the Latest Practicable Date, an aggregate of 3,904,925,001 shares of the Company, representing approximately 72.71% of the total issued share capital of the Company are held by OKC and OKC is therefore an associated corporation of the Company for the purposes of Part XV of the SFO. Mr. Tang’s wholly-owned company, Purple Mountain Holding Ltd., holds direct interest in 3,898,103 ordinary shares, 3,068,409 series seed preferred shares and 1,612,142 series A-1 preferred shares of par value of USD0.0001 each of OKC, representing approximately 7.39% of the total issued share capital of OKC. Thus, Mr. Tang is deemed to be interested in approximately 7.39% of the shares in OKC, an associated corporation of the Company, pursuant to the SFO.

Save as disclosed above, Mr. Tang has not held any other directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

A letter of appointment has been signed by Mr. Tang, pursuant to which he is entitled to an annual director’s fees of HK\$600,000, determined with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and the prevailing market conditions. The letter of appointment does not specify any fixed term of service and may be terminated by either party giving to the other not less than one-month prior notice in writing. Mr. Tang will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association.

As far as the Directors aware, Mr. Tang does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors aware and save as disclosed above, Mr. Tang did not have any other interest or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no information of Mr. Tang to be disclosed pursuant to any of the requirement under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Tang that need to be brought to the attention of the Shareholders.

3. **Mr. LEE Man Chiu (李文昭先生) (“Mr. Lee”)**, aged 49, is our independent non-executive Director.

Mr. Lee graduated from Harvard College with a Bachelor of Arts degree in 1994. He subsequently obtained his Juris Doctor degree from Georgetown University Law Center in 1998. Since 1999, he has been licensed and admitted to practice as an Attorney and Counsellor at Law in all courts of the State of New York. He is also a solicitor of the High Court of Hong Kong.

Mr. Lee has extensive experience in the practice of law. He has been in Asia since 2000 and has practiced in a number of international law firms including Orrick Herrington & Sutcliffe, Clifford Chance, Morrison & Foester and Baker Mckenzie. He is currently a corporate partner at Dentons Hong Kong and was a partner at Hogan Lovells and Locke Lord.

Mr. Lee advises on a broad range of transactions, including equity offerings and listings (in particular, U.S. IPOs and Hong Kong IPOs with a Rule 144A tranche), private equity and venture capital, cross-border mergers and acquisitions, and general corporate and banking. Mr. Lee’s experience includes representing issuers and underwriters in IPOs and private placement of equity and debt securities and in connection with the structuring, issuance, and distribution of fixed and floating rate bonds, high-yield bonds, perpetual securities, convertible debt securities, asset-backed securities and derivative financial products. Mr. Lee has also represented listed companies in securities law compliance matters and buyers and sellers in merger and acquisition transactions and drafted corporate documents, including contracts, royalty agreements and license agreements for start-up companies, as well as other documentation for general corporate and banking transactions.

Save as disclosed above, Mr. Lee has not held any other directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

A letter of appointment has been signed by Mr. Lee, pursuant to which he is entitled to an annual director's fees of HK\$240,000, determined with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and the prevailing market conditions. The letter of appointment does not specify any fixed term of service and may be terminated by either party giving to the other not less than one-month prior notice in writing. Mr. Lee will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association.

As far as the Directors aware, Mr. Lee does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors aware, Mr. Lee did not have any interest or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no information of Mr. Lee to be disclosed pursuant to any of the requirement under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Lee that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

OKG Technology Holdings Limited

歐科雲鏈控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1499)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of OKG Technology Holdings Limited (the “**Company**”) will be held on Thursday, 8 September 2022 at 11:00 a.m. at Unit 901, 9th Floor, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and the auditor of the Company for the year ended 31 March 2022.
2. To re-appoint HLB Hodgson Impey Cheng Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.
3. To re-elect Mr. Zhang Chao as an executive director of the Company.
4. To re-elect Mr. Tang Yue as a non-executive director of the Company.
5. To re-elect Mr. Lee Man Chiu as an independent non-executive director of the Company.
6. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

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7. As a special business, to consider and, if thought fit, pass 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 hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/ or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution and the said approval shall be limited accordingly; and

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(D) for the purposes of this resolution:

“Relevant Period” means the period from the time 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 by the laws of the Cayman Islands or the Company’s Articles of Association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

8. As a special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“**THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;

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- (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 on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time 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 by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

9. As a special business, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“**THAT** conditional upon the passing of Resolution Nos. 7 and 8 as set out in this notice convening the Meeting of which this Resolution forms part (“**this Notice**”), the general mandate granted to the directors of the Company pursuant to Resolution No. 7 as set out in this Notice be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 8 as set out in this Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.”

By order of the Board
OKG Technology Holdings Limited
Ren Yunan
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 26 July 2022

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Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holder may vote at the Meeting, either 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 be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against Ordinary Resolution No. 8 as set out in this notice is enclosed in the circular despatched to the Shareholders dated 26 July 2022 (the "**Circular**").
8. Considering agenda items 3 to 5 above, Mr. Zhang Chao is proposed to be re-elected as an executive director of the Company, Mr. Tang Yue is proposed to be re-elected as a non-executive director of the Company and Mr. Lee Man Chiu is proposed to be re-elected as an independent non-executive director of the Company. The biographical details and interests in the securities of the Company (if any) are set out in Appendix II to the Circular.
9. The register of members of the Company will be closed from Monday, 5 September 2022 to Thursday, 8 September 2022 (both days inclusive) for the purpose of determining the right to attend and vote at the AGM, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming AGM, all share transfer documents accompanied by the corresponding share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Friday, 2 September 2022.

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10. A form of proxy for use at the Meeting is enclosed.

11. COVID-19 PANDEMIC SITUATION:

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the Company's website at www.okg.com.hk for future announcements and updates on the Annual General Meeting arrangements.

The Company proposes to implement a number of measures to safeguard the health of the attendees (see section "*Precautionary Measures for physical attendance at the Annual General Meeting*" on page 1 of the Circular).

12. BAD WEATHER ARRANGEMENTS:

Shareholders may call the hotline at (852) 2528 1499 or visit the website of the Company at www.okg.com.hk for details of the postponement and alternative meeting arrangements. Shareholders should make their own decision as to whether they would attend the Meeting under bad weather conditions having regard to their own situation and if they should choose to do so, they are advised to exercise care and caution.

13. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the executive Directors are Mr. Ren Yunan and Mr. Zhang Chao; the non-executive Directors are Mr. Tang Yue and Mr. Pu Xiaojiang; and the independent non-executive Directors are Mr. Li Zhouxin, Mr. Lee Man Chiu and Mr. Jiang Guoliang.