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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 or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in **BC Technology Group Limited**, 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(s) or the transferee(s).

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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: 863)

PROPOSALS FOR

(1) GRANT OF GENERAL MANDATE TO ISSUE SHARES;

(2) RE-ELECTION OF RETIRING DIRECTORS;

AND

(3) NOTICE OF AGM

A notice convening the annual general meeting (“AGM”) of **BC TECHNOLOGY GROUP LIMITED** (the “Company”) to be held at 39/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on 29 June 2023, Thursday at 10:00 a.m. is set out on pages 10 to 12 of this circular.

A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at 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 and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours (i.e. 10:00 a.m. on Tuesday, 27 June 2023)) before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire and, in such event, the form of proxy shall be deemed to be revoked.

29 May 2023

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RESPONSIBILITY STATEMENT

RESPONSIBILITY STATEMENT

This circular, for which the Directors of the Group 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 Group. 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.

DEFINITIONS

In this circular, the following expressions shall have the meanings set out below unless the context requires otherwise:

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| “AGM” | the annual general meeting of the Company to be convened and held at 39/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on 29 June 2023, Thursday at 10:00 a.m. or any adjournment thereof (as the case may be); |
| “AGM Notice” | the notice convening the AGM set out on pages 10 to 12 of this circular; |
| “Articles” | the articles of association of the Company as amended from time to time; |
| “Board” | the board of Directors; |
| “Company” | BC Technology Group Limited (BC科技集團有限公司), a company incorporated in the Cayman Islands with limited liability, and the Shares are listed on the Stock Exchange; |
| “Director(s)” | the directors of the Company; |
| “East Harvest” | East Harvest Global Limited, a company incorporated in the British Virgin Islands with limited liabilities, which is owned as to 60.42% by Wise Aloe Limited, 32.87% by Colour Day Limited and 6.71% by Smart Mission Investments Limited, and is the controlling shareholder of the Company; |
| “General Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and otherwise deal with Shares of not exceeding 20% of the number of issued shares of the Company as at the date of AGM; |
| “Group” | the Company and its subsidiaries; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC; |
| “Latest Practicable Date” | 22 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular; |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; |
| “Nomination Committee” | the nomination committee of the Company; |

DEFINITIONS

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|---------------------------|---|
| “PRC” | The People’s Republic of China; |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time; |
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the share capital of the Company; |
| “Shareholder(s)” | holder(s) of Share(s); |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “substantial shareholder” | has the same meaning as defined in the Listing Rules; and |
| “HK\$” | Hong Kong dollar, the lawful currency of Hong Kong. |

LETTER FROM THE BOARD



BC TECHNOLOGY GROUP LIMITED

BC 科技集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 863)

Executive Directors:

Mr. Lo Ken Bon (*Deputy Chairman*)
Mr. Madden Hugh Douglas (*Chief Executive Officer*)
Mr. Ko Chun Shun Johnson
Mr. Chapman David James
Mr. Tiu Ka Chun, Gary

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent Non-Executive Directors:

Mr. Chau Shing Yim David
Mr. Chia Kee Loong Lawrence
Mr. Tai Benedict

*Principal Place of Business
in Hong Kong:*

39/F, Lee Garden One,
33 Hysan Avenue,
Causeway Bay,
Hong Kong

29 May 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
(1) GRANT OF GENERAL MANDATE TO ISSUE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF AGM**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with the information regarding certain resolutions to be proposed at the AGM to enable you to make decisions on whether to vote for or against these resolutions.

At the AGM, resolutions, amongst others, will be proposed for the Shareholders to approve (a) the General Mandate to issue shares and (b) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES

The Company's existing general mandate to issue Shares was approved by its then Shareholders on 29 June 2022. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Director a general mandate to allot, issue and otherwise deal with Shares not exceeding 20% of the number of issued shares of the Company as at the date of the passing of the proposed resolution.

The General Mandate allows the Directors to allot, issue and otherwise deal with Shares only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles or the laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

The Directors consider that it is in the best interests of the Company and its Shareholders to grant the General Mandate to the Directors to enhance the flexibility of any possible fund raising or acquisition.

As at the Latest Practicable Date, the number of issued shares was 438,453,184 Shares. Subject to the passing of the relevant resolution to approve the General Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 87,690,636 new Shares under the General Mandate, representing 20% of the number of issued shares as at the date of the AGM.

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 108 of the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), 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 at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election. Accordingly, Mr. Madden Hugh Douglas, Mr. Chau Shing Yim, David and Mr. Chia Kee Loong, Lawrence will retire from office as Directors and being eligible, have offered themselves for re-election as Directors at the AGM.

The Nomination Committee had reviewed the annual confirmation of independence provided by each independent non-executive Director and was satisfied that each of them meets the independence criteria as set out in Rule 3.13 of the Listing Rules and that there were no relationships or circumstances which are likely to affect their independent judgement.

LETTER FROM THE BOARD

Particular attention was given to reviewing Mr. Chau Shing Yim, David's ("Mr. Chau") capability to devote sufficient time to the Board. As at 31 December 2022, Mr. Chau is an independent non-executive director of seven public companies (including the Company). The Nomination Committee focuses on the ability of a director to commit sufficient time to discharge his responsibilities as a board member rather than the number of directorships held, and is of the view that Mr. Chau is able to give sufficient time and attention to the Company's affairs having regard to his full attendance at all Board and Board committee meetings held during the year.

Having reviewed the structure, size and composition of the Board, the confirmations given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and nomination policy. The Nomination Committee has recommended to the Board on the re-election of all the retiring Directors who are due to retire at the AGM. In addition, the Board is of the view that they will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

As a good corporate governance practice, each of the retiring Directors abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Nomination Committee and board meetings.

Details of the above retiring Directors who are subject to re-election at the AGM are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 39/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on 29 June 2023, Thursday at 10:00 a.m. is set out on pages 10 to 12 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

A form of proxy for use by Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours (i.e. 10:00 a.m. on Tuesday, 27 June 2023) before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire and, in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that all the proposed resolutions at the AGM are in the best interests of the Company and the Shareholders as a whole, and, accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM and as set out in the AGM Notice.

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

The following are particulars of the Directors proposed to be re-elected at the AGM:

Mr. Madden Hugh Douglas (“**Mr. Madden**”), aged 46, has been an executive director of the Company since April 2018 and the Chief Executive Officer of the Company since July 2019. He is also a director of a subsidiary of the Company.

Mr. Madden has had two decades of experience in blockchain, financial markets and security and previously served as the Chief Technology Officer of the Company.

Mr. Madden worked as Lead Architect, FX, at HSBC and as Solutions Architect, Institutional Banking & Markets at Commonwealth Bank of Australia. His professional experience also includes senior roles at Lloyds Bank, the Bank of Scotland Treasury Australia and ANX International.

Mr. Madden is active in several industry associations and holds a Bachelor’s in Computer Science from the University of Newcastle.

Mr. Madden has entered into a director’s service contract with the Company and is not appointed for a specific term, but is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the laws of the Cayman Islands. Mr. Madden’s remuneration is determined by reference to his duties and responsibilities with the Company and the prevailing market condition and is subject to review by the Remuneration Committee and the Board from time to time. Mr. Madden currently receives an annual emolument of HK\$3,600,000.

As at the Latest Practicable Date, Mr. Madden is interested in 5,700,000 share options of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, East Harvest holds 187,536,194 shares of the Company and is owned as to approximately 60.42% by Wise Aloe Limited. Wise Aloe Limited is owned as to 77% by Bell Haven Limited, which is in turn owned as to 22.09% by Mr. Madden.

Save as disclosed above, Mr. Madden was not interested nor deemed to be interested in any other Shares or any underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Madden does not hold, and has not held any other position in the Group nor any directorship in other listed public companies in the last three years. In addition, Mr. Madden does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. He has confirmed that he is not aware of any matters that need to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Chau Shing Yim, David (“**Mr. Chau**”), aged 59, has been an independent non-executive Director of the Company since April 2018. He is also the chairman of the Audit Committee, the Remuneration Committee and is a member of the Nomination Committee and the Risk Management Committee of the Company.

Mr. Chau has over 30 years of experience in corporate finance and was formerly a partner of one of the big four accounting firms. Mr. Chau was a key member who found their corporate finance division and held the position as their Head of Merger and Acquisition and Corporate Advisory. Mr. Chau is a member of the Institute of Chartered Accountants of England and Wales (“**ICAEW**”), and was granted the Corporate Finance Qualification of ICAEW. He is also a member of the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and was an ex-committee member of the Disciplinary Panel of HKICPA. Mr. Chau is a senior fellow and an ex-director of Hong Kong Securities and Investment Institute (“**HKSI**”) and the ex-chairman of Corporate Committee and China Committee. Mr. Chau is the member of Pamela Youde Nethersole Eastern Hospital (“**PYNEH**”) Fund Raising Committee and also ex-member of Hospital Governing Committee and PYNEH Charitable Trust.

Mr. Chau is currently an independent non-executive director and audit committee chairman of China Evergrande Group (stock code: 3333), China Evergrande New Energy Vehicle Group Limited (stock code: 708), China Ruyi Holdings Limited (stock code: 136), Productive Technologies Company Limited (stock code: 650), Lee & Man Paper Manufacturing Limited (stock code: 2314) and Man Wah Holdings Limited (stock code: 1999). All the aforesaid companies are listed on the Stock Exchange of Hong Kong.

In accordance with the letter of appointment entered into between the Group and Mr. Chau, Mr. Chau is entitled to a director’s remuneration of HK\$480,000 per annum, which is determined with reference to his responsibilities, experience and market benchmarks, and is approved by the Remuneration Committee and the Board.

As at the Latest Practicable Date, Mr. Chau is interested in 20,000 ordinary shares of the Company and 780,000 share options within the meaning of Part XV of the SFO. Save as disclosed herein, Mr. Chau was not interested nor deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chau does not hold, and has not held any other position in the Group nor any directorship in other listed public companies in the last three years. In addition, Mr. Chau does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholder. He has confirmed that he is not aware of any matters that need to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Chia Kee Loong, Lawrence (“**Mr. Chia**”), aged 68, has been an independent non-executive Director of the Company since April 2018. He is also a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company.

Mr. Chia is currently the Chief Executive Officer of Samling Group of Companies (“**Samling**”), which is a conglomerate with global businesses in a number of sectors notably automotive, timber, palm oil, properties and infrastructure. Before joining Samling, Mr. Chia was the Chief Executive Officer of Deloitte China until September 2016. Mr. Chia is a Chartered Accountant of the Institute of Chartered Accountants of England and Wales and a member of the Hong Kong Institute of Certified Public Accountants.

Mr. Chia is currently an independent non-executive Director of Unicorn II Holdings Limited (formerly New Frontier Health Corporation, a public listed company in the New York Stock Exchange, delisted in September 2022).

In accordance with the letter of appointment entered into between the Group and Mr. Chia, he is entitled to a director’s remuneration of HK\$480,000 per annum, which is determined with reference to his responsibilities, experience and market benchmarks, and is approved by the Remuneration Committee and the Board.

As at the Latest Practicable Date, Mr. Chia is interested in 300,000 ordinary shares of the Company and 500,000 share options within the meaning of Part XV of the SFO. Save as disclosed herein, Mr. Chia was not interested nor deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chia does not hold, and has not held any other position in the Group nor any directorship in other listed public companies in the last three years. In addition, Mr. Chia does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholder. He has confirmed that he is not aware of any matters that need to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rule 13.51(2) of the Listing Rules.

NOTICE OF AGM



BC TECHNOLOGY GROUP LIMITED

BC 科技集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 863)

NOTICE IS HEREBY GIVEN that the annual general meeting of BC Technology Group Limited (the “**Company**”) will be held at 39/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on 29 June 2023, Thursday at 10:00 a.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2022;
2. To re-appoint PricewaterhouseCoopers as independent auditor of the Company and to authorise the board of Directors to fix their remuneration;
3.
 - (a) To re-elect Mr. Madden Hugh Douglas as an executive Director;
 - (b) To re-elect Mr. Chau Shing Yim, David as an independent non-executive Director;
 - (c) To re-elect Mr. Chia Kee Loong, Lawrence as an independent non-executive Director; and
 - (d) To authorise the board of Directors to fix the Directors’ remuneration.
4. To consider as special business and, if thought fit, pass with or without amendments the following resolution as a ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 (the “**Share**”) each in the share capital of the Company or securities convertible into such shares or options, warrants, or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares) during or after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any 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 and/or any eligible persons thereunder of shares or rights to subscribe for Shares; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part a dividend pursuant to the articles of association of the Company (the “**Articles of Association**”) from time to time; or (iv) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20% of the number of the issued shares of the Company as at the time of passing this resolution, and the said approval 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; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF AGM

“Rights Issue” means an offer of Shares open for a period fixed by the Company or the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (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).”

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

Hong Kong, 29 May 2023

Notes:

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or (in respect of a member who is the holder of two or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. A proxy form of the AGM is enclosed. If the appointer is a corporation, the proxy form must be made under its seal or under the hand of an officer or attorney duly authorized on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the AGM (or any adjournment thereof), either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders by present at the AGM 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.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 10:00 a.m. on Tuesday, 27 June 2023) before the time appointed for holding the AGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. 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.
7. If tropical cyclone warning signal no. 8 or above, “extreme conditions” caused by super typhoons or a black rainstorm warning is in effect at any time after 7:00 a.m. on Thursday, 29 June 2023, the meeting will be adjourned and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.