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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, bank manager, solicitor, professional accountant or other professional adviser.

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 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 transferee.

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This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of **BC Technology Group Limited**.



BC TECHNOLOGY GROUP LIMITED

BC 科技集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 863)

**(1) ISSUE OF NEW SHARES UNDER THE SPECIFIC MANDATE;
(2) PROPOSED CHANGE OF COMPANY NAME;
(3) PROPOSED AMENDMENTS TO THE
EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND
ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF EGM**

A letter from the Board is set out from pages 5 to 20 of this circular.

A notice convening the extraordinary general meeting (“EGM”) of **BC TECHNOLOGY GROUP LIMITED** (the “Company”) to be held at 39/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on 4 January 2024, Thursday at 10:00 a.m. is set out on pages 23 to 25 of this circular.

A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the EGM, 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 2 January 2024, Tuesday) before the time appointed for the holding of the EGM or any adjournment or postponement thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment or postponement thereof (as the case may be) should you so desire and, in such event, the form of proxy shall be deemed to be revoked.

18 December 2023

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RESPONSIBILITY STATEMENT

RESPONSIBILITY STATEMENT

This circular, for which the Directors 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:

“Bell Haven”	Bell Haven Limited, a company incorporated in the British Virgin Islands with limited liability, which is owned by Mr. Lo, Mr. Madden, Mr. Chapman and Ms. Cheng Wan Gi, who is not a connected person of the Company, as to 30.82%, 22.09%, 22.09% and 25.00% respectively;
“Board”	the board of Directors;
“Business Day”	a day (other than a Saturday or Sunday or public holiday in Hong Kong and any day on which a tropical cyclone warning no. 8 or above or a “black” rain warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which banks are open in Hong Kong for general commercial business;
“Company”	BC Technology Group Limited (stock code: 863), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“Completion”	completion of the Subscription in accordance with the Subscription Agreement;
“Completion Date”	has the meaning ascribed thereto under the section headed “(1) Issue of New Shares under the Specific Mandate — The Subscription Agreement — Completion” in this circular;
“Condition(s)”	condition(s) to Completion as set out in the Subscription Agreement;
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“East Harvest”	East Harvest Global Limited, a company incorporated in the British Virgin Islands, which is owned by Wise Aloe (directly) and Mr. Ko (indirectly) as to 60.42% and 32.87% respectively;

DEFINITIONS

“EGM”	the extraordinary general meeting of the Company to be convened to approve (i) the Subscription, the Subscription Agreement, the allotment and issue of the Subscription Shares pursuant to the Specific Mandate and the transactions contemplated thereunder; (ii) the Proposed Name Change; and (iii) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association;
“Existing Memorandum and Articles of Association”	the second amended and restated memorandum and articles of association of the Company currently in force;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Third Party(ies)”	independent third party who is not connected person of the Company and is independent of and not connected with the connected persons of the Company;
“Latest Practicable Date”	14 December 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Licences”	the licences held by OSL Digital Securities Limited to conduct Types 1 and 7 Regulated Activities (as defined in the SFO) and by OSL Asset Management Limited to conduct Types 1, 4 and 9 Regulated Activities;
“Licensed Subsidiary(ies)”	OSL Digital Securities Limited and OSL Asset Management Limited, each a company incorporated in Hong Kong with limited liability;
“Listing Committee”	the listing committee of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Long Stop Date”	29 February 2024, or such other date as the Subscriber and the Company may agree in writing;
“Mr. Chapman”	Mr. Chapman David James, an executive Director;
“Mr. Ko”	Mr. Ko Chun Shun (高振順), Johnson, an executive Director;

DEFINITIONS

“Mr. Liu”	Mr. Liu Shuai (劉帥), who is the sole shareholder and sole director of the Subscriber;
“Mr. Lo”	Mr. Lo Ken Bon, an executive Director;
“Mr. Madden”	Mr. Madden Hugh Douglas, an executive Director;
“Mr. Pan”	Mr. Pan Zhiyong (潘志勇), the chief executive officer of BGX;
“Mr. Yang”	Mr. Yang Chao (楊超);
“New Memorandum and Articles of Association”	the third amended and restated memorandum and articles of association of the Company incorporating and consolidating the Proposed Amendments;
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Previous GM Share Issuance”	has the meaning ascribed thereto under the section headed “(1) Issue of New Shares under the Specific Mandate — The Subscription Agreement — The Subscription Price — Previous GM Share Issuance” in this circular;
“Proposed Amendments”	the proposed amendments to the Existing Memorandum and Articles of Association as set out in the Appendix to this circular;
“Proposed Name Change”	the proposed change of the English name of the Company from “BC Technology Group Limited” to “OSL Group Limited” and the proposed change of the dual foreign name of the Company in Chinese from “BC科技集團有限公司” to “OSL 集團有限公司”
“RMB”	Renminbi, the lawful currency of the PRC;
“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) with par value of HK\$0.01 each in the issued share capital of the Company;
“Shareholder(s)”	the holder(s) of the issued Share(s);

DEFINITIONS

“Share Options”	share options granted by the Company under the share option scheme adopted on 10 April 2012 and the share option scheme adopted on 28 May 2021 which remain outstanding as at the Latest Practicable Date;
“Specific Mandate”	the specific mandate to be sought from the Shareholders for the allotment and issue of the Subscription Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscriber” or “BGX”	BGX Group Holding Limited, an exempted company incorporated in the Cayman Islands with limited liability;
“Subscription”	the subscription of the Subscription Shares by the Subscriber pursuant to the terms and conditions of the Subscription Agreement;
“Subscription Agreement”	the subscription agreement dated 13 November 2023 entered into between the Company and the Subscriber in relation to the subscription of 187,600,000 new Shares, as revised, modified or otherwise supplemented from time to time;
“Subscription Price”	HK\$3.80 per Subscription Share;
“Subscription Share(s)”	187,600,000 new Shares to be subscribed by the Subscriber pursuant to the Subscription Agreement;
“US\$”	United States dollar, the lawful currency of the United States of America;
“Wise Aloe”	Wise Aloe Limited, a company incorporated in British Virgin Islands with limited liability, which is owned by Bell Haven (directly) and Mr. Ko (indirectly) as to 77.77% and 22.23% respectively; and
“%”	per cent.

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

18 December 2023

To the Shareholders

Dear Sir/Madam,

- (1) ISSUE OF NEW SHARES UNDER THE SPECIFIC MANDATE;
(2) PROPOSED CHANGE OF COMPANY NAME;
(3) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM
AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE
NEW MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF EGM**

INTRODUCTION

References are made to the announcements of the Company dated 14 November 2023 and 15 December 2023 in relation to, among others, (i) the allotment and issue of new Shares under the Specific Mandate; (ii) the Proposed Name Change; and (iii) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association.

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The purpose of this circular is to provide you with, among other things, (i) further details of the Subscription and the Subscription Agreement; (ii) the Proposed Name Change; (iii) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association; and (iv) a notice convening the EGM.

(1) ISSUE OF NEW SHARES UNDER THE SPECIFIC MANDATE

THE SUBSCRIPTION AGREEMENT

On 13 November 2023 (after trading hours), the Company entered into the Subscription Agreement with the Subscriber, pursuant to which the Company has conditionally agreed to allot and issue, and the Subscriber has conditionally agreed to subscribe for a total of 187,600,000 Subscription Shares at the Subscription Price of HK\$3.80 per Subscription Share.

The principal terms of the Subscription Agreement are set out below:

Date: 13 November 2023 (after trading hours)

Parties: (i) the Company (as issuer); and
(ii) the Subscriber (as subscriber).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Subscriber and its ultimate beneficial owner are Independent Third Parties and do not hold any Shares as at the Latest Practicable Date. Upon Completion, the Subscriber will become a substantial Shareholder (as defined under the Listing Rules).

The Subscription Shares

Upon Completion, the Company shall allot and issue a total of 187,600,000 new Shares to the Subscriber at the Subscription Price of HK\$3.80 per Subscription Share. The Subscription Shares represent approximately 42.79% of the entire issued share capital of the Company as at the Latest Practicable Date and approximately 29.97% of the entire issued share capital of the Company as enlarged by the Subscription, assuming that there will be no change in the issued share capital of the Company (other than the allotment and issue of the Subscription Shares) between the Latest Practicable Date and Completion.

The Subscription Shares have an aggregate nominal value of HK\$1,876,000 and market value of HK\$922,992,000 based on the closing price of HK\$4.92 per Share as quoted on the Stock Exchange on 10 November 2023, being the last trading day immediately preceding the date of the Subscription Agreement.

The Subscription Shares, when allotted and issued, will be fully paid and free from any encumbrances and will rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Subscription Shares.

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The Subscription Price

The Subscription Price of HK\$3.80 per Subscription Share represents:

- (i) a discount of approximately 60.99% to the closing price of HK\$9.74 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 22.76% to the closing price of HK\$4.92 per Share as quoted on the Stock Exchange on 10 November 2023, being the last trading day immediately preceding the date of the Subscription Agreement;
- (iii) a discount of approximately 4.81% to the average closing price of approximately HK\$3.99 per Share as quoted on the Stock Exchange for the last 5 trading days immediately preceding the date of the Subscription Agreement;
- (iv) a discount of approximately 1.12% to the average closing price of approximately HK\$3.84 per Share as quoted on the Stock Exchange for the last 10 trading days immediately preceding the date of the Subscription Agreement;
- (v) a premium of approximately 153.33% over the audited consolidated net assets value per Share of approximately HK\$1.50 as at 31 December 2022;
- (vi) a premium of approximately 199.21% over the unaudited consolidated net assets value per Share of approximately HK\$1.27 as at 30 June 2023; and
- (vii) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 6.83% represented by the theoretical diluted price of approximately HK\$4.584 to the benchmarked price (as defined under Rule 7.27B of the Listing Rules) of HK\$4.92 per Share, taking into account the closing price on 10 November 2023, being the last trading day immediately preceding the date of the Subscription Agreement of HK\$4.92 per Share and the average closing price of approximately HK\$3.99 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to the date of the Subscription Agreement, the date on which the Subscription Price of HK\$3.80 per Subscription Share was fixed).

The Subscription Price was determined after arm's length negotiation between the Company and the Subscriber with reference to (i) the then prevailing market price for the Shares; (ii) the subscription price for the Previous GM Share Issuance (as defined below) after the Company expanded into digital assets businesses; (iii) the market conditions of the digital asset business of the Group; and (iv) the Group's position as the first Virtual Asset Service Provider to become licensed by the SFC to conduct Type 1 (dealing in securities) and Type 7 (automated trading service (ATS)) regulated activities.

LETTER FROM THE BOARD

Prevailing market price

The Board has considered the prevailing market price of the Shares since the commencement of negotiation of the Subscription in mid-July 2023. The average daily closing price of the Shares from mid-July 2023 until the date of the Subscription Agreement was approximately HK\$2.87 per Share.

In addition, the Board considered it is appropriate to take into account recent closing prices of the Shares instead of the benchmarked price (as defined in the Listing Rules) alone when determining the Subscription Price. It is noted that the closing price of the Shares increased from HK\$3.98 on 9 November 2023 to HK\$4.92 on 10 November 2023, being the last trading day immediately preceding the date of the Subscription Agreement, representing an increase of approximately 23.62%. As a result, the discount of the Subscription Price to the closing price on the last trading day immediately preceding the date of the Subscription Agreement is approximately 22.76%, whereas the Subscription Price represents a discount of approximately 4.81% and approximately 1.12% to the last 5 trading days and 10 trading days average closing price immediately preceding the date of the Subscription Agreement respectively. The Board is not aware of any reason for such sudden increase in the Share price on the last trading day immediately preceding the date of the Subscription Agreement.

Previous GM Share Issuance

The Group has conducted four share issuance under general mandates (the “**Previous GM Share Issuance**”) since expanding into digital assets businesses (which took place in 2018). The issue prices and the respective discounts under the Previous GM Share Issuance are set out as follows:

Date of the subscription agreement/placing agreement	Issue price (HK\$)	Premium over/(Discount to)		
		Closing price on the last trading day immediately preceding the date of the respective subscription agreement/placing agreement	Average closing price on the last 5 trading days immediately preceding the date of the respective subscription agreement/placing agreement	Average closing price on the last 10 trading days immediately preceding the date of the respective subscription agreement/placing agreement
11 June 2021	17.00	(11.73%)	(12.59%)	(12.01%)
5 January 2021	15.50	(19.35%)	(13.89%)	(14.91%)
24 January 2020	6.50	(16.88%)	(15.69%)	(14.30%)
27 May 2019	5.00	(14.24%)	(14.53%)	(14.02%)

As shown in the above table, the previous issue prices in the Previous GM Share Issuance represent a range of discounts from approximately 11.73% to 19.35%, whereas the Subscription Price represents a discount of approximately 4.81% and approximately 1.12% to the last 5 trading days and 10 trading days average closing price immediately preceding the date of the Subscription Agreement respectively, which are substantially lower than those in the Previous GM Share Issuance.

LETTER FROM THE BOARD

Market conditions of the digital asset business of the Group and the SFC licenses of the Group

In light of the relaxation of the licensing conditions for virtual asset trading platforms by the SFC to permit trading and related services to be offered to retail investors and other emerging business opportunities such as security token offerings, the Board considered that these present opportunities for the Group to expand its business operations, especially as the first Virtual Asset Service Provider to become licensed by the SFC to conduct Type 1 and Type 7 regulated activities. The Board considered that the prevailing market price would have had reflected the aforementioned market conditions of the digital assets business of the Group and the Group's position as the first Virtual Asset Service Provider to become licensed by the SFC to conduct Type 1 and Type 7 regulated activities.

After taking into account the above factors, the Company and the Subscriber agreed on the Subscription Price being HK\$3.80 after arm's length negotiation. The Board considers that the Subscription Price and the terms of the Subscription Agreement are on normal commercial terms and are fair and reasonable and are in the interests of the Company and the Shareholders as a whole based on the current market conditions.

Conditions

Completion of the Subscription is conditional upon:

- (i) the announcement of the Company dated 14 November 2023 in relation to the allotment and issue of new Shares under the Specific Mandate having been published by the Company;
- (ii) the Shareholders having approved at the EGM the Subscription Agreement and the transaction contemplated under the Subscription Agreement in accordance with the requirement under the Listing Rules;
- (iii) the Listing Committee having granted the listing of and the permission to deal in the Subscription Shares, and such approval and granting of permission not having been withdrawn or revoked;
- (iv) the warranties given by the Company are true and accurate and not misleading when made, and are true and accurate and not misleading on and as of the Completion Date (except to the extent any statement is expressly made as of such a date as otherwise specified therein);
- (v) there having been no occurrence of any material adverse effect;
- (vi) there having been no injunction, restraining order or any other legal or regulatory restraint or prohibition issued or made by any court of competent jurisdiction or any regulatory authority in effect which restrains, prohibits or makes unlawful any transaction contemplated by the Subscription Agreement or which is reasonably likely to materially and adversely affect the right of the Subscriber to own the legal and beneficial title to the Subscription Shares, free from encumbrances, following the Completion Date;

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- (vii) the Licences as set out in the Subscription Agreement remaining valid and effective and not having been revoked, terminated or suspended by the relevant regulatory authorities, and no representation, notice or statement in relation to the revocation, termination or suspension of such Licences having been received on or before the Completion Date; and no additional conditions having been imposed in respect of the Licences by the relevant regulatory authorities as a result of Completion;
- (viii) the appointment of three persons nominated by the Subscriber as executive Directors and two persons nominated by the Subscriber as independent non-executive Directors, with effect from the Completion Date and subject to Completion taking place, having been approved by the Shareholders at the EGM, or failing which, by the Board;
- (ix) in respect of each Licensed Subsidiary, there being not less than two responsible officers for each of the regulated activities under the SFO in respect of each of the Licensed Subsidiaries, and at least one of which being an executive director as defined under the SFO;
- (x) there being no material non-compliance or breach (or any event (including but not limited to Completion) which would result in potential material non-compliance or breach) by the Company or other members of the Group of the terms of any binding agreements, obligations, instruments, conditions of the Licences as set out in the Subscription Agreement or any approvals obtained by them;
- (xi) the Company having performed and complied with all agreements, obligations and conditions set out in the Subscription Agreement that are required to be performed or complied with by it on or before the Completion Date; and
- (xii) the Shares remaining listed and traded on the Stock Exchange and neither the Stock Exchange nor the SFC having indicated on or before the Completion Date that it may cancel or object to such continued listing for reasons related to the transactions contemplated under the Subscription Agreement, other transaction documents and/or other matters.

Save for the Conditions in clause (ii) and clause (iii) above which may not be waived by any party, the Subscriber is entitled (but not obligated) to waive in whole or in part and conditionally or unconditionally any of the Conditions by notice in writing to the Company.

As at the Latest Practicable Date, the Condition in clause (i) above has been fulfilled.

In respect of the Condition in clause (viii) above, among the nominees, the Subscriber intends to nominate Mr. Pan Zhiyong and Mr. Yang Chao as executive Directors. The Subscriber does not intend to nominate Mr. Liu, the sole shareholder and sole director of the Subscriber, as Director.

Mr. Pan is currently the chief executive officer of BGX. Mr. Pan has extensive experience in blockchain and cryptocurrency, technology and e-commerce. Mr. Pan served as the chief operating officer of Phoenix Global Capital, a Singapore-based firm offering technology development, security management, business operations, and customer services in the crypto

LETTER FROM THE BOARD

sector. Prior to this, he was the chief executive officer of BabyTree Group (stock code: 1761), the shares of which are listed on the Main Board of the Stock Exchange. He has also held significant positions at Ke Holdings Inc. (NYSE: BEKE), Alibaba and 360 Security Technology Inc. (SHA: 601360).

Mr. Yang has worked in various investment institutions including Kaifu Fund, Gao Teng Wo Ying, and Roho Fund, and has been engaged in the fields of investment research, risk management and private equity investment for 15 years. He has extensive experience as he has participated in many listed companies' initial public offerings, asset restructurings and mergers and acquisitions, etc.

Each of Mr. Pan and Mr. Yang is not an associate (as defined in the Listing Rules) of either the Subscriber or Mr. Liu.

Upon nomination by the Subscriber, the nomination committee of the Board will consider the proposed candidates nominated by the Subscriber and will recommend to the Board, if appropriate, the appointments of these candidates as Directors. The Board will then approve and propose the appointment of Directors to take effect from the Completion Date and subject to Completion taking place. The appointment of Directors will be conducted in accordance with the procedures and requirements for the nomination and appointment of directors as stated in the articles of association of the Company.

Upon Completion, it is expected that three existing executive Directors (being Mr. Lo Ken Bon, Mr. Madden Hugh Douglas and Mr. Chapman David James) and two existing independent non-executive Directors (being Mr. Chia Kee Loong, Lawrence and Mr. Tai Benedict) will resign, and the candidates nominated by the Subscriber together will constitute a majority of the members of the Board.

As mentioned above, the Subscriber intends to nominate Mr. Pan and Mr. Yang as executive Directors. As at the Latest Practicable Date, Mr. Pan and Mr. Yang have not yet been formally nominated by the Subscriber as executive Directors and the list of the remaining three candidates to be nominated by the Subscriber has also not yet been finalised; and therefore the abovementioned internal procedures have not been undertaken by the Company. It is expected that the candidates will be nominated by the Subscriber shortly before Completion and will be appointed as Directors with effect from the Completion Date and subject to Completion taking place. Further announcement(s) will be made by the Company in respect of the change of Directors in accordance with the Listing Rules when the nomination and appointment of Directors and/or resignation of Directors are approved by the Board. If the appointments take place before the EGM, the Company will publish a supplemental circular setting out the biographical information of the candidates in accordance with Rule 13.51(2) of the Listing Rules and put forward the relevant resolutions for appointment of the Directors at the EGM. If any of the appointments of those candidates as Directors is voted down by the Shareholders at the EGM, the nomination committee of the Board will consider any new nominee(s) to be proposed by the Subscriber and if appropriate, the Board will appoint the new nominee(s) as Director(s) in accordance with the relevant procedures and requirements under the articles of association of the Company.

LETTER FROM THE BOARD

If any of the Conditions above has not been satisfied (or otherwise waived) before the Long Stop Date, the Subscription Agreement shall terminate with immediate effect.

Application for Listing

An application will be made by the Company to the Listing Committee for the listing of, and permission to deal in, the Subscription Shares.

Completion

Completion shall take place on the 3rd Business Day following the satisfaction (or waiver) of all the Conditions (other than the Conditions set out in clause (iv) to clause (vii) and clause (ix) to clause (xii) in the section headed “(1) Issue of New Shares under the Specific Mandate — The Subscription Agreement — Conditions” in this circular which are to be satisfied at or before Completion), or such other date as the Subscriber and the Company may agree in writing (the “**Completion Date**”).

Specific Mandate

The Subscription Shares will be allotted and issued under the Specific Mandate to be approved by way of ordinary resolution by the Shareholders at the EGM.

REASONS FOR THE SUBSCRIPTION AND INTENDED USE OF PROCEEDS BY THE COMPANY

The gross proceeds from the Subscription amount to HK\$712,880,000, while the net proceeds from the Subscription, after deducting all relevant expenses (including but not limited to legal expenses and disbursements) incidental to the Subscription, are estimated to be approximately HK\$710,000,000 and a net issue price of approximately HK\$3.78 per Subscription Share.

The Company intends to apply the net proceeds from the Subscription in the following manner:

- (i) approximately 43% for potential merger and acquisition opportunities of companies engaged in the digital assets and blockchain platform business. As at the Latest Practicable Date, the Company has identified one potential target company;
- (ii) approximately 29% for developing and enhancing platform technology of the digital asset platform business, including the development of a mobile trading app, upgrading security, compliance tools, and increasing product availability within a regulated environment. This upgraded technology will be applied throughout the digital asset trading business, as well as offered through the Group’s SaaS products;
- (iii) approximately 14% for supporting the capital requirements of the Group’s regulated subsidiaries, namely OSL Digital Securities Limited and OSL Asset Management Limited. To further expand the trading business with retail and institutional clients, OSL Digital Securities Limited requires additional liquid capital for trade settlement to keep the liquidity capital level above the regulatory requirement. In respect of OSL Asset Management Limited, certain level of paid-up capital has to be maintained under the relevant licensing requirements; and

LETTER FROM THE BOARD

- (iv) approximately 14% will be applied as general working capital of the Group, particularly for operating expenses including salaries, maintaining IT infrastructure, and legal & professional fees.

As at 30 November 2023, the Group had cash and cash equivalents (unaudited) of approximately HK\$171.6 million, excluding cash liabilities due to clients arising in the ordinary course of the Group's digital assets and blockchain platform business (i.e. fiat currency and digital assets held by the Group in clients' accounts) as those are recognised as the Group's assets with a corresponding liability due to the client based on the respective rights and obligations of the Group and its clients under the relevant arrangements. Out of this cash and cash equivalents amount, the Group incurs significant administrative and other operating expenses as the Group continues to maintain and develop its IT infrastructure, including trading technologies, improve customer experiences through the development of mobile apps, and develop and support new products such as security token offerings. The Group also expects that increasing compliance resources will be required to ensure compliance with the complex and dynamic regulatory environment surrounding the digital asset space. In particular, the Company plans to allocate its cash and cash equivalents amount for the following uses, to attain a balanced investment in the Group's workforce, technological capabilities, and overall operational efficiency: (i) approximately 52% for staff costs; (ii) approximately 15% for rent; (iii) approximately 14% for the Group's IT infrastructure; (iv) approximately 11% for professional expenses to ensure compliance and operational stability; and (v) approximately 8% is directed towards general operational costs.

The Company has been considering opportunities to strengthen its capital for development and expansion plans, which is especially the case following the relaxation of the licensing conditions for virtual asset trading platforms by the SFC to permit trading and related services to be offered to retail investors and other emerging business opportunities such as security token offerings. The Directors consider that the Subscription represents an opportunity to raise additional funding for business operation and expansion of the Group and provides working capital to the Group to meet any financial obligations of the Group.

The Board has considered various means of fundraising such as debt financing from banks or other financial institutions and other forms of equity financing such as rights issue and open offer, before the entering into of the Subscription Agreement. Given the nature of the Group's business (digital assets and blockchain platform business in Hong Kong and Singapore), it is difficult for the Group to obtain credit rating and bank financing. Specifically, there are several contributing factors for the challenges faced by the Group in securing credit rating and bank financing. Primarily, the hesitation of the banking sector towards the cryptocurrency industry, which is often due to the perceived risks associated with the volatile nature of the crypto market, plays a significant role. Additionally, the current financial position of the Company is also a major factor. The Company has a relatively small balance sheet of unaudited net assets amounting to approximately HK\$558 million and gross gearing ratio (total liabilities over total assets) of approximately 74.3% as at 30 June 2023, which, when combined with the absence of positive EBITDA or earnings, makes it particularly challenging to obtain a favorable credit rating for debt financing. These financial indicators are critical for banks and credit agencies when assessing the creditworthiness of a company. As a result, the Group would inevitably need to pay for higher-than-market interest rate if it wishes to obtain borrowings. Especially

LETTER FROM THE BOARD

with the current high interest rate environment influenced by macroeconomic factors, even if the Group is able to obtain borrowings, the Board has considered that debt fundraising is not cost-effective. Nonetheless, the Company has indeed approached banking institutions for financing. However, the combination of the Company's current financial state and the overarching hesitancy of banks towards the cryptocurrency sector has made it difficult to secure the necessary funding through these traditional channels. The Board also considered possible rights issue and open offer but given the current stock market condition and general economy, rights issue or open offer is not considered an efficient and effective way to raise the necessary funding because it could be difficult to find an underwriter and there is also uncertainty as to the participation of the Shareholders. In addition, rights issue or open offer will involve the issue of listing documents with other application and administrative procedures which may require relatively longer time, inevitably require the participation of placing agent(s) and/or underwriter(s), which could be difficult to find as mentioned above, and incur additional administrative costs as compared to the equity financing by way of allotment and issue of new Shares under the Specific Mandate. The Directors took the view that raising funds by way of allotment and issue of the Subscription Shares shall enable the Company to obtain funds at a lower cost, as compared to a rights issue or an open offer.

As set out in the shareholding table under the section headed "Effect on the shareholding of the Company following completion of the Subscription" below, the shareholding of the existing public Shareholders would be diluted from approximately 56.81% as at the Latest Practicable Date to approximately 39.79% immediately upon Completion, assuming there is no change to the issued share capital of the Company other than the allotment and issue of the Subscription Shares. Having considered (i) the reasons for the entering into of the Subscription Agreement as set out under this section headed "Reasons for the Subscription and Intended Use of Proceeds by the Company"; (ii) the terms of the Subscription Agreement are considered to be fair and reasonable and the entering into of the Subscription Agreement and the transactions contemplated thereunder are in the interests of the Company and the Shareholders as a whole; and (iii) the Subscription is expected to have a positive impact on the Group's financial positions (by having a stronger cash position and more headroom for the Group to maintain the required paid-up capital and liquidity capital level under its licensing requirements and to pay for operating expenses), the Board considers that the shareholding dilution is fair and reasonable and in the interest of the Company and its Shareholders as a whole.

In light of the above, the Directors are of the view that the terms of the Subscription Agreement (including but not limited to the Subscription Price) are on normal commercial terms and are fair and reasonable, such that the Subscription is in the interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS

The Company had not conducted any fund raising activities involving the issue of its equity securities in the 12 months immediately preceding the Latest Practicable Date.

LETTER FROM THE BOARD

EFFECT ON THE SHAREHOLDING OF THE COMPANY FOLLOWING COMPLETION OF THE SUBSCRIPTION

As at the Latest Practicable Date, the Company had (i) 438,453,184 Shares; and (ii) 26,395,500 Share Options in issue, of which 19,391,750 Share Options have been vested and 7,003,750 Share Options have not been vested. Save as the aforementioned, the Company did not have any outstanding options, warrants, convertible bonds or any other securities convertible into the Shares as at the Latest Practicable Date.

The effect of the Subscription on the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) immediately after Completion (assuming there is no change to the issued share capital of the Company other than the allotment and issue of the Subscription Shares); and (iii) immediately after Completion (assuming all Share Options have been exercised and there is no other change to the issued share capital of the Company other than (a) the allotment and issue of the Subscription Shares and (b) the allotment and issue of the Shares upon the exercise of all of the Share Options) will be as follows:

Shareholder	As at the Latest Practicable Date		Immediately after Completion (assuming there is no change to the issued share capital of the Company other than the allotment and issue of the Subscription Shares)		Immediately after Completion (assuming all Share Options have been exercised and there is no other change to the issued share capital of the Company other than (a) the allotment and issue of the Subscription Shares and (b) the allotment and issue of the Shares upon the exercise of all of the Share Options) (Note 4)	
	Number of Shares	Approximate shareholding percentage	Number of Shares	Approximate shareholding percentage	Number of Shares	Approximate shareholding percentage
Directors (Note 1)						
Mr. Lo Ken Bon (Note 2)	858,500	0.20%	858,500	0.14%	4,158,500	0.64%
Mr. Ko Chun Shun, Johnson	0	0.00%	0	0.00%	3,500,000	0.54%
Mr. Madden Hugh Douglas	0	0.00%	0	0.00%	3,200,000	0.50%
Mr. Chapman David James	360,000	0.08%	360,000	0.06%	3,560,000	0.55%
Mr. Tiu Ka Chun, Gary	250,000	0.06%	250,000	0.04%	700,000	0.11%
Mr. Chau Shing Yim, David	20,000	0.00%	20,000	0.00%	470,000	0.07%
Mr. Chia Kee Loong, Lawrence	300,000	0.07%	300,000	0.05%	650,000	0.10%
Mr. Tai Benedict	50,000	0.01%	50,000	0.01%	500,000	0.08%
Sub-total for Directors	1,838,500	0.42%	1,838,500	0.29%	16,738,500	2.59%
Substantial Shareholders						
East Harvest (Note 3)	187,536,194	42.77%	187,536,194	29.96%	187,536,194	29.06%
The Subscriber	0	0.00%	187,600,000	29.97%	187,600,000	29.07%
Sub-total for substantial shareholders of the Company	187,536,194	42.77%	375,136,194	59.92%	375,136,194	58.12%
Other public Shareholders	249,078,490	56.81%	249,078,490	39.79%	253,570,240	39.29%
Total	438,453,184	100.00%	626,053,184	100.00%	645,444,934	100.00%

LETTER FROM THE BOARD

Notes:

- (1) As at the Latest Practicable Date, (i) each of the following Directors, namely, Mr. Ko, Mr. Lo, Mr. Madden, Mr. Chapman, Mr. Tiu Ka Chun, Gary, Mr. Chau Shing Yim, David, Mr. Chia Kee Loong, Lawrence and Mr. Tai Benedict; and (ii) Mr. Lo's spouse were granted share options of the Company under the Company's share option scheme. For the purpose of this circular, the above table (except the column headed "Immediately after Completion (assuming all Share Options have been exercised and there is no other change to the issued share capital of the Company other than (a) the allotment and issue of the Subscription Shares and (b) the allotment and issue of the Shares upon the exercise of all of the Share Options)") does not include any interests in the underlying shares to be issued under any share options granted to the Directors and their spouses (as the case may be).
- (2) Interest in these Shares includes Shares held by the spouse of Mr. Lo.
- (3) East Harvest is owned by Wise Aloe (directly) and Mr. Ko (indirectly) as to 60.42% and 32.87% respectively. Wise Aloe is owned by Bell Haven (directly) and Mr. Ko (indirectly) as to 77.77% and 22.23% respectively. Bell Haven is in turn owned by Mr. Lo, Mr. Madden, Mr. Chapman and Ms. Cheng Wan Gi, who is not a connected person of the Company, as to 30.82%, 22.09%, 22.09% and 25.00% respectively.
- (4) The respective Director's interest in these Shares includes Shares held by their respective associate(s) (if any).

INFORMATION ON THE SUBSCRIBER

The Subscriber is a company incorporated in the Cayman Islands and wholly-owned by Mr. Liu. Mr. Liu is an experienced investor and has extensive experience in fund management and the blockchain and crypto sectors. Mr. Liu started his career at Morgan Stanley Huaxin Fund Management Co., Ltd. and BNY Mellon Western Fund Management Co., Ltd.. Mr. Liu is the founder of Shenzhen Qianhai Junchuang Fund Management Co. Ltd., which is a professional equity investment institution in the PRC focusing on the integration of industry and finance and deeply involved in medical and health, cultural media, smart manufacturing and other fields. It has managed 10 funds with a scale of more than RMB2 billion and has invested in Hefei Cancer Hospital, SNK (the largest Chinese gaming company listed in South Korea), Roseonly, Ruosen Digital, iSoftStone, Star Glory, Tianlian Measurement and Control and other companies. He is also the founder of Foresight Ventures, which is a crypto investment firm dedicated to backing Web3 projects. Mr. Liu is a veteran investor in crypto sector and has invested in projects and companies including The Block, Walletconnect, Sei Network, Xterio, Story Protocol, Matrixport and Bitget.

Under Mr. Liu's leadership, the Foresight Ventures investment team has actively invested over US\$200 million in startups worldwide. Their portfolio is mainly distributed in North America and Asia, including several unicorns. This includes asset management companies Matrixport and CyberX, as well as top research and media company The Block. Apart from investing, Mr. Liu also actively supports developer education in the industry, collaborating with industry leaders such as Ethereum Foundation, Lamda Class, Zuzalu, and StarkNet Foundation to organise numerous developer competitions. He enjoys a high reputation in the global industry. As a shareholder of a listed company, he will actively introduce global partners to facilitate the establishment of startups in Hong Kong, attracting a significant number of industry talents. As the Group's businesses are highly dependent on knowledge and talents, the experience and network of Mr. Liu in the industry will be highly beneficial to the Company's business development and in the interest of the Company and the Shareholders as a

LETTER FROM THE BOARD

whole. Currently it is intended that the Group will continue developing its existing business following Completion, and there is no intention to introduce any major changes to the existing business of the Group.

The Company became acquainted with Mr. Liu through the introduction of a business acquaintance. After some exchanges of general business and market insights and ideas, Mr. Liu expressed interest in investing in the Company. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Mr. Liu and the Subscriber are Independent Third Parties and do not hold any Shares as at the Latest Practicable Date.

INFORMATION ON THE GROUP

The Group is principally engaged in the digital assets and blockchain platform business in Hong Kong and Singapore.

(2) PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 15 December 2023 in respect of the Proposed Name Change. The Company will propose a special resolution at the EGM to approve the Proposed Name Change.

The Board proposes to change the English name of the Company from "BC Technology Group Limited" to "OSL Group Limited" and change the dual foreign name of the Company in Chinese from "BC科技集團有限公司" to "OSL 集團有限公司".

Conditions for the Proposed Name Change

The Proposed Name Change is subject to the following:

- (i) the approval by the Shareholders by way of special resolution at the EGM; and
- (ii) the approval of the Registrar of Companies in the Cayman Islands by issuing a certificate of incorporation on change of name.

Subject to satisfaction of the conditions set out above, the Proposed Name Change will take effect from the date on which the Registrar of Companies in the Cayman Islands issues a certificate of incorporation on change of name. The Company will then comply with the necessary registration and/or filing procedures with the Companies Registry in Hong Kong.

Reasons for the Proposed Name Change

"OSL" is the brand name of the digital asset and blockchain platform operated by the Group. The Board considers that the Proposed Name Change will provide the Company with a more appropriate corporate image and identity and enhance the Company's brand identity in the context of its future business development. As such, the Board believes that the Proposed Name Change is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effect of the Proposed Name Change

The Proposed Name Change will not affect any rights of the Shareholders. The existing Share certificates in issue bearing the present name of the Company will, after the Proposed Name Change becoming effective, continue to be prima facie evidence of legal title and the existing Share certificates will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing Share certificates for new certificates bearing the new name of the Company.

Upon the Proposed Name Change becoming effective and from then on, new certificates in respect of the Shares will be issued under the new name of the Company and, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company will also be changed.

Further announcement(s) will be made by the Company regarding the effective date of the Proposed Name Change and the change of the stock short names under which the Shares will be traded on the Stock Exchange.

(3) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board also proposes to (i) make the Proposed Amendments to reflect the Proposed Name Change; and (ii) to adopt the New Memorandum and Articles of Association incorporating and consolidating all the Proposed Amendments, in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association.

The Board proposes to put forward to the Shareholders for approval at the EGM a special resolution to consider and, if thought fit, approve the Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association. For details of the Proposed Amendments, please refer to the Appendix to this circular.

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association shall take effect at the same time as the Proposed Name Change becoming effective, subject to (i) the approval of the Shareholders by way of special resolution at the EGM; and (ii) the Proposed Name Change becoming effective.

The Proposed Amendments are prepared in the English language and its Chinese language translation is for reference only. In the event of any inconsistencies between the English language version and the Chinese language version of the Proposed Amendments, the English language version shall prevail.

LETTER FROM THE BOARD

GENERAL

None of the Directors has a material interest in (i) the Subscription, the Subscription Agreement, the allotment and issue of the Subscription Shares pursuant to the Specific Mandate and the transactions contemplated thereunder; (ii) the Proposed Name Change; and (iii) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association; and hence no Director was required to abstain from voting on the Board resolution approving (i) the Subscription, the Subscription Agreement, the allotment and issue of the Subscription Shares pursuant to the Specific Mandate and the transactions contemplated thereunder; (ii) the Proposed Name Change; and (iii) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association.

The EGM will be convened for the purpose of considering, and if thought fit, approving (i) the Subscription, the Subscription Agreement, the allotment and issue of the Subscription Shares pursuant to the Specific Mandate and the transactions contemplated thereunder; (ii) the Proposed Name Change; and (iii) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders and their respective close associates has any material interest in (i) the Subscription, the Subscription Agreement, the allotment and issue of the Subscription Shares pursuant to the Specific Mandate and the transactions contemplated thereunder; (ii) the Proposed Name Change; and (iii) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association, and no Shareholder will be required to abstain from voting on the relevant resolution(s) to approve (i) the Subscription, the Subscription Agreement, the allotment and issue of the Subscription Shares pursuant to the Specific Mandate and the transactions contemplated thereunder; (ii) the Proposed Name Change; and (iii) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association at the EGM.

THE EGM

A notice convening the EGM to be held at 39/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on 4 January 2024, Thursday at 10:00 a.m. is set out on pages 23 to 25 of this circular for the purpose of considering and, if thought fit, approving (i) the Subscription, the Subscription Agreement, the allotment and issue of the Subscription Shares pursuant to the Specific Mandate and the transactions contemplated thereunder; (ii) the Proposed Name Change; and (iii) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association.

LETTER FROM THE BOARD

A form of proxy for use by Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM 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 2 January 2024, Tuesday) before the time appointed for the holding of the EGM or any adjournment or postponement 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 EGM or any adjournment or postponement thereof (as the case may be) should you so desire and, in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL

The voting in respect of (i) the Subscription and the allotment and issue of the Subscription Shares pursuant to the Specific Mandate; (ii) the Proposed Name Change; and (iii) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association at the EGM will be conducted by way of poll pursuant to Rule 13.39(4) of the Listing Rules. At the conclusion of the EGM, the results of the poll will be announced in accordance with Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that (i) the Subscription, the Subscription Agreement, the allotment and issue of the Subscription Shares pursuant to the Specific Mandate and the transactions contemplated thereunder; (ii) the Proposed Name Change; and (iii) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association are fair and reasonable and in the interest of the Company and the Shareholders as a whole and so recommend all Shareholders to vote in favour of the resolutions to be proposed at the EGM.

Completion of the Subscription is subject to the satisfaction of the conditions to the Subscription Agreement. As such, the Subscription may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 18 December 2023

Details of the Proposed Amendments are set out as follows:

Existing Provision	Proposed Amendments
Memorandum of Association	
<p>Title</p> <p>THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES</p> <p>SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION</p> <p>OF</p> <p>BC Technology Group Limited BC科技集團有限公司 (the “Company”)</p> <p>(Adopted by way of special resolution passed at the annual general meeting held on 29 June 2022)</p>	<p>Title</p> <p>THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES</p> <p>SECOND <u>THIRD</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION</p> <p>OF</p> <p>BC Technology Group Limited <u>OSL Group Limited</u> BC科技集團有限公司 <u>OSL 集團有限公司</u> (the “Company”)</p> <p>(Adopted by way of special resolution passed at the annual <u>extraordinary</u> general meeting held on 29 June 2022 <u>4 January 2024</u> and <u>with effect from [●]</u>)</p>
<p>Clause 1</p> <p>The name of the Company is BC Technology Group Limited BC科技集團有限公司.</p>	<p>Clause 1</p> <p>The name of the Company is BC Technology Group Limited <u>BC科技集團有限公司</u> OSL Group Limited <u>OSL 集團有限公司</u>.</p>

Existing Provision	Proposed Amendments
Articles of Association	
<p>Cover page</p> <p style="text-align: center;">SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">BC Technology Group Limited BC科技集團有限公司</p> <p>(Adopted by way of special resolution passed at the annual general meeting held on 29 June 2022)</p>	<p>Cover page</p> <p style="text-align: center;">SECOND<u>THIRD</u> AMENDED AND RESTATED ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">BC Technology Group Limited<u>OSL Group Limited</u> BC科技集團有限公司<u>OSL 集團有限公司</u></p> <p>(Adopted by way of special resolution passed at the annual<u>extraordinary</u> general meeting held on 29 June 2022<u>24 January 2024</u> and <u>with effect from [●]</u>)</p>
<p>Title</p> <p style="text-align: center;">THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES</p> <p style="text-align: center;">SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">BC Technology Group Limited BC科技集團有限公司</p> <p>(Adopted by way of special resolution passed at the annual general meeting held on 29 June 2022)</p>	<p>Title</p> <p style="text-align: center;">THE COMPANIES ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES</p> <p style="text-align: center;">SECOND<u>THIRD</u> AMENDED AND RESTATED ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">BC Technology Group Limited<u>OSL Group Limited</u> BC科技集團有限公司<u>OSL 集團有限公司</u></p> <p>(Adopted by way of special resolution passed at the annual<u>extraordinary</u> general meeting held on 29 June 2022<u>4 January 2024</u> and <u>with effect from [●]</u>)</p>
<p>Article 1(A)</p> <p>“the Company” or “this Company” shall mean BC Technology Group Limited BC科技集團有限公司 incorporated in the Cayman Islands on 15 March 2011;</p>	<p>Article 1(A)</p> <p>“the Company” or “this Company” shall mean BC Technology Group Limited BC科技集團有限公司OSL Group Limited <u>OSL 集團有限公司</u> incorporated in the Cayman Islands on 15 March 2011;</p>



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 an extraordinary 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 4 January 2024, Thursday at 10:00 a.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as ascribed to them in the circular dated 18 December 2023 published by the Company (the “**Circular**”).

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the subscription agreement entered into between BGX Group Holding Limited (as subscriber) and the Company (as issuer) on 13 November 2023, pursuant to which the Company has conditionally agreed to allot and issue, and the subscriber has conditionally agreed to subscribe for a total of 187,600,000 Subscription Shares at the Subscription Price of HK\$3.80 per Subscription Share, a copy of which has been produced to the EGM and initialed by the chairman of the EGM for the purpose of identification, and the transactions contemplated thereunder, be and is hereby approved, confirmed and ratified;
- (b) the Directors be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Subscription Shares, subject to and in accordance with the terms and conditions set out in the Subscription Agreement;
- (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 to carry out or give effect to the Subscription Agreement and transactions contemplated thereunder (including the allotment and issue of the Subscription Shares pursuant thereto), and to agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and its shareholders as a whole.”

NOTICE OF EGM

SPECIAL RESOLUTION

2. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “BC Technology Group Limited” to “OSL Group Limited” and the dual foreign name of the Company in Chinese be changed from “BC科技集團有限公司” to “OSL 集團有限公司”, with effect from the date on which a certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands (the “**Effective Date**”), and that any one of the Directors or the company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Name Change and to attend to any necessary registration and/or filing for and on behalf of the Company.”
3. “**THAT** subject to the Proposed Name Change becoming effective, the proposed amendments (the “**Proposed Amendments**”) to the existing memorandum and articles of association the Company as set forth in the Appendix to the Circular be and are hereby approved; and the third amended and restated memorandum and articles of association of the Company (the “**Amended M&A**”), a form of which is produced to the EGM, marked “A” and initialed by the chairman of the EGM for the purpose of identification, which incorporates and consolidates all the Proposed Amendments, be and is hereby approved and adopted, in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with effect from the Effective Date, and that any one or more Directors be and are hereby authorised to, do all acts and things necessary, appropriate, desirable or expedient to give effect to the Proposed Amendments and the adoption of the Amended M&A, including but not limited to, attending to any, necessary registration and/or filing of the Amended M&A and all requisition documents for and on behalf of the Company.”

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

Hong Kong, 18 December 2023

Notes:

1. Any member of the Company entitled to attend and vote at the EGM 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 EGM 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.

NOTICE OF EGM

3. Where there are joint registered holders of any shares, any one of such persons may vote at the EGM (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 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.
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 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 2 January 2024, Tuesday) before the time appointed for holding the EGM or any adjournment or postponement thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The resolutions at the EGM will be conducted by way of poll.
7. As at the date of this notice, the executive Directors are Mr. Lo Ken Bon, Mr. Ko Chun Shun, Johnson, Mr. Madden Hugh Douglas, Mr. Chapman David James and Mr. Tiu Ka Chun, Gary, and the independent non-executive Directors are Mr. Chau Shing Yim, David, Mr. Chia Kee Loong, Lawrence and Mr. Tai Benedict.
8. 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 4 January 2024, Thursday, the meeting will be adjourned or postponed in accordance with the articles of association of the Company 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.