



# BC TECHNOLOGY GROUP LIMITED

## BC 科技集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 863)

### PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 4 JANUARY 2024 (AND ANY ADJOURNMENT THEREOF)

Number of shares to which this proxy form relates <sup>(note 1)</sup>	
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I/We <sup>(note 2)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) in the share capital of BC Technology Group Limited (the “**Company**”) hereby appoint <sup>(note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_

or failing him/her the chairperson of the Meeting as my/our proxy to attend on my/our behalf at the extraordinary general meeting of the Company (the “**Meeting**”) 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. and at any adjournment or postponement thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice (the “**Notice**”) convening the Meeting and at such Meeting (and any adjournment thereof) to vote for me/us and on my/our behalf in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTION		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	<p>(a) The subscription agreement entered into between BGX Group Holding Limited (as subscriber) and the Company (as issuer) on 13 November 2023 (the “<b>Subscription Agreement</b>”), 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 Meeting and initialed by the chairman of the Meeting for the purpose of identification, and the transactions contemplated thereunder, be and is hereby approved, confirmed and ratified;</p> <p>(b) the directors of the Company (the “<b>Directors</b>”) 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;</p> <p>(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.</p>		
SPECIAL RESOLUTIONS			
2.	<p>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” (the “<b>Proposed Name Change</b>”), 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 “<b>Effective Date</b>”), 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.</p>		

SPECIAL RESOLUTIONS		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
3.	Subject to the Proposed Name Change becoming effective, the proposed amendments (the “ <b>Proposed Amendments</b> ”) to the existing memorandum and articles of association the Company as set forth in the Appendix to the circular of the Company dated 18 December 2023 (the “ <b>Circular</b> ”) be and are hereby approved; and the third amended and restated memorandum and articles of association of the Company (the “ <b>Amended M&amp;A</b> ”), a form of which is produced to the Meeting, marked “A” and initialed by the chairman of the Meeting 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.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023/2024

Signature(s) <sup>(notes 5)</sup> \_\_\_\_\_

*Notes:*

1. Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
2. Full name(s) and address to be inserted in **BLOCK CAPITALS**.
3. A proxy need not be a member of the Company. A member is entitled to appoint a proxy/proxies to attend and vote in his stead. If such an appointment is made, you may delete the words “or failing him/her the chairperson of the Meeting” and insert the name and address of the person appointed as proxy in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **PLEASE INDICATE WITH a “✓” in the appropriate space beside each item how you wish the proxy to vote on your behalf.** If this form is returned duly signed, but without any such indication, the proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or under the hand of an officer or attorney duly authorised. The signature must match the records maintained by the Company’s branch share registrar and transfer office in Hong Kong.
6. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, 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 any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, this proxy form, together with any power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be deposited with 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 not less than 48 hours (i.e. 10:00 a.m. on 2 January 2024, Tuesday) before the time appointed for holding the Meeting and any adjournment (as the case may be) thereof.
8. Completion and delivery of the proxy form will not preclude you from attending and voting at the Meeting if you so wish and, in such event, the proxy form shall be deemed to be revoked.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.