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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)

(1) PROPOSED CHANGE OF COMPANY NAME; AND

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

PROPOSED CHANGE OF COMPANY NAME

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”.

The Proposed Name Change is subject to (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.

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 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.

A circular containing, among other things, information regarding (i) the Proposed Name Change; (ii) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association; and (iii) a notice convening the EGM will be despatched to the Shareholders as soon as practicable.

PROPOSED CHANGE OF COMPANY NAME

The board (the “**Board**”) of directors (the “**Directors**”) of BC Technology Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) 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” (the “**Proposed Name Change**”).

Conditions for the Proposed Name Change

The Proposed Name Change is subject to the following:

- (i) the approval by the shareholders of the Company (the “**Shareholders**”) by way of special resolution at the extraordinary general meeting of the Company (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.

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 of the Company will be issued under the new name of the Company and, subject to the confirmation by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the English and Chinese stock short names of the Company will also be changed.

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 certain amendments (the “**Proposed Amendments**”) to the second amended and restated memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) to reflect the Proposed Name Change; and (ii) to adopt the third amended and restated memorandum and articles of association of the Company (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.

A special resolution will be proposed at the EGM to consider and, if thought fit, approve, among others, the Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association. A circular containing, among other things, details of the Proposed Amendments, will be despatched to the Shareholders as soon as practicable.

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 will be 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.

GENERAL

The Proposed Name Change is subject to Shareholders’ approval at the EGM and no Shareholders are required to abstain from voting on the resolution in relation to (i) the Proposed Name Change and (ii) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association. A circular containing, among other things, information regarding the (i) Proposed Name Change; (ii) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association; and (iii) a notice convening the EGM will be despatched to the Shareholders as soon as practicable.

Further announcement(s) will be made as and when appropriate in relation to, among other things, the results of the EGM, the effective date of the Proposed Name Change, the Proposed Amendments and the adoption of the New Memorandum and Articles of Association and the new English stock short name and Chinese stock short name for trading in the securities of the Company on the Stock Exchange.

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

Hong Kong, 15 December 2023

As at the date of this announcement, 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.