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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 Brainhole Technology Limited, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**BRAINHOLE**  
TECHNOLOGY  
**BRAINHOLE TECHNOLOGY LIMITED**  
**脑洞科技有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2203)**

**MAJOR TRANSACTION IN RELATION TO  
ACQUISITION OF OPTIONS**

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Capitalised terms used on this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular, unless the context requires otherwise.

A letter from the Board is set out on pages 3 to 10 of this circular.

This circular is being despatched to the Shareholders for information only. The transactions being the subject matter of this circular have been approved by the written approval pursuant to Rule 14.44 of the Listing Rules.

16 August 2024

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Appendix I — Financial Information of the Group</b> .....	I-1
<b>Appendix II — General Information</b> .....	II-1

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## DEFINITIONS

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

“Acquisition of Micron Call Options”	acquisition of 363,100 Micron Call Options by the Company as disclosed in the announcement dated 25 June 2024 (referred to as the “Further Acquisition of Micron Call Options” therein)
“Board”	the board of Directors
“Company”	Brainhole Technology Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2203)
“connected person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Expiration Date”	the expiration date of the Acquisition of Micron Call Options, i.e. 18 October 2024
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and its connected persons and is not acting in concert (as defined in the Codes on Takeovers and Mergers and Share Buy-backs) with any of the connected persons of the Company or any of their respective associates (as defined under the Listing Rules)
“Latest Practicable Date”	12 August 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Micron”	Micron Technology, Inc., a Delaware corporation whose common stocks are listed on Nasdaq (trading symbol: MU)
“Micron Call Option(s)”	call option(s) of Micron
“Micron Group”	Micron and its subsidiaries
“Micron Share(s)”	Common stock(s) of Micron
“Nasdaq”	National Association of Securities Dealers Automated Quotations Stock Market
“PRC”	the People’s Republic of China
“Previous Acquisitions of Micron Shares”	the series of acquisitions of an aggregate of 33,600 Micron Shares by the Company during the period from 21 March 2024 (after trading hours of the Stock Exchange) and up to (and inclusive of) 1 April 2024 (after trading hours of the Stock Exchange) as set out in the Previous Announcements
“Previous Announcements”	the announcements of the Company dated 22 March 2024 and 2 April 2024 respectively in relation to, <i>inter alia</i> , the Previous Acquisitions of Micron Shares
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Shareholder(s)”	shareholder(s) of the Company
“Share(s)”	ordinary share(s) in the issued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“United States”	the United States of America
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent.

*Certain figures set out in this circular have been subject to rounding adjustments. Accordingly, figures shown as the currency conversion or percentage equivalents may not be an arithmetic sum of such figures.*

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LETTER FROM THE BOARD

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**BRAINHOLE**  
TECHNOLOGY  
**BRAINHOLE TECHNOLOGY LIMITED**  
**脑洞科技有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2203)**

*Executive Directors:*

Mr. Zhang Liang Johnson (*Chairman*)  
Ms. Wan Duo

*Independent Non-executive Directors:*

Mr. Xu Liang  
Mr. Chen Johnson Xi  
Ms. Zhang Yibo

*Registered office:*

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

*Principal place of business*

*in Hong Kong:*  
Suites 1801-03, 18/F  
One Taikoo Place  
979 King's Road  
Quarry Bay  
Hong Kong

16 August 2024

*To the Shareholders*

Dear Sir or Madam,

**MAJOR TRANSACTION IN RELATION TO  
ACQUISITION OF OPTIONS**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 25 June 2024, in relation to the Acquisition of Micron Call Options.

The purpose of this circular is to provide you with (i) the details of the Acquisition of Micron Call Options; and (ii) further information required to be disclosed under the Listing Rules.

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## LETTER FROM THE BOARD

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### ACQUISITION OF MICRON CALL OPTIONS

On 20 June 2024 (after trading hours of the Stock Exchange), the Company has acquired an aggregate of 363,100 Micron Call Options through the open market at an aggregate consideration of approximately US\$5.1 million (equivalent to approximately HK\$39.8 million) (excluding transaction costs), to be exercised before 18 October 2024 at US\$170.00 (equivalent to approximately HK\$1,322.60). The aggregate consideration of approximately US\$5.1 million (equivalent to approximately HK\$39.8 million) (excluding transaction costs) was financed by the Group's existing internal financial resources.

### Summary of the principal terms of the Acquisition of Micron Call Options

A summary of the principal terms and conditions of the Acquisition of Micron Call Options is set out below:

<b>Option style:</b>	American (that is, the Micron Call Options can be exercised by the Company any time from its issuance up to the Expiration Date)
<b>Identification number:</b>	692886523
<b>Where the Micron Call Options are listed:</b>	Chicago Board Options Exchange
<b>Initial premium:</b>	approximately US\$5.1 million (equivalent to approximately HK\$39.8 million) (excluding transaction costs)
<b>Strike price:</b>	US\$170.00 (equivalent to approximately HK\$1,322.60)
<b>Number of Micron Call Options:</b>	363,100
<b>Expiration Date:</b>	18 October 2024
<b>Settlement method:</b>	If the Micron Call Options are exercised, traders at the open market should settle the Micron Call Options through cash payment to the Company, the Company would earn the net difference between the initial premium and the current market price less any fees or commissions from the broker. If the Company does not exercise its right and the current market price is below the strike price on the Expiration Date, the Micron Call Options will expire worthless.
<b>Share Price of Micron on 20 June 2024:</b>	US\$144.19 (equivalent to approximately HK\$1,121.80)

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## LETTER FROM THE BOARD

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**Share Price of Micron on the Latest Practicable Date:** US\$94.64 (equivalent to approximately HK\$736.30)

As at the Latest Practicable Date, no Micron Call Options had been exercised by the Company.

As the Acquisition of Micron Call Options was conducted in the open market, the identities of the counterparties of the acquired Micron Call Options cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the counterparties and the ultimate beneficial owner(s) of the counterparties of the acquired Micron Call Options are Independent Third Parties.

As at the Latest Practicable Date, following the completion of the Acquisition of Micron Call Options, the Company is interested in 363,100 Micron Call Options.

### INFORMATION ON THE COMPANY

The Company is an investment holding company and the Group is principally engaged in the manufacture and trading of electronic and electrical parts and components. The Group operates its business through three segments: (i) The Manufacturing segment is engaged in the sale of electronics and electrical parts and components produced by the Company. The products manufactured by the Company are mainly applied in smart consumer electronic devices; (ii) The Broadband Infrastructure and Smart Domain segment is engaged in the provision of broadband infrastructure construction services, broadband promotion services, and smart domain solutions; and (iii) The Trading segment is engaged in the trading of electronic and electrical parts and components sourced from third party suppliers.

### INFORMATION ON MICRON

#### **Micron**

Micron is a Delaware corporation and a global leader in innovative memory and storage solutions. It produces computer memory and computer data storage including dynamic random-access memory, flash memory, and USB flash drives. As the leader in innovative memory solutions, Micron is helping the world make sense of data by delivering technology that is transforming how the world uses information to enrich life for all. Through its global brands, Micron and Crucial, Micron offers the industry's broadest portfolio. Micron is the only company manufacturing today's major memory and storage technologies: DRAM, NAND, and NOR technology.

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## LETTER FROM THE BOARD

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The following financial information is extracted from the published documents of the Micron Group:

	For the year ended 2 September 2021		For the year ended 1 September 2022		For the year ended 31 August 2023	
	US\$'000	HK\$'000	US\$'000	HK\$'000	US\$'000	HK\$'000
Revenue	27,705,000	215,544,900	30,758,000	239,297,240	15,540,000	120,901,200
Operating income (loss)	6,283,000	48,881,740	9,702,000	75,481,560	(5,745,000)	(44,696,100)
Net (loss)/income	5,861,000	45,598,580	8,687,000	67,584,860	(5,833,000)	(45,380,740)

Based on Micron's published documents, the Micron Group has an audited consolidated net assets value of approximately US\$43,933 million (equivalent to approximately HK\$341.8 billion) as at 2 September 2021, approximately US\$49,907 million (equivalent to approximately HK\$388.3 billion) as at 1 September 2022 and approximately US\$44,120 million (equivalent to approximately HK\$343.3 billion) as at 31 August 2023.

Based on Micron's published documents, the Micron Group has an unaudited consolidated net assets value of approximately US\$43,870 million (equivalent to approximately HK\$341.3 billion) as at 29 February 2024.

### FINANCIAL EFFECT OF THE ACQUISITION OF MICRON CALL OPTIONS

#### Acquisition of Micron Call Options

The Acquisition of Micron Call Options was accounted for as financial assets at fair value through profit or loss in the consolidated financial statements of the Group. The Acquisition of Micron Call Options was initially recognised at fair value in the consolidated statement of financial position of the Group. Any fair value gain or loss arising from the Acquisition of Micron Call Options will be recognised in the consolidated statement of profit and loss of the Group at the end of each reporting period.

As the Acquisition of Micron Call Options was financed by internally generated funds, the assets and liabilities of the Group are expected to remain unchanged.

Save as disclosed above, there will be no immediate material effect on the earnings and assets and liabilities of the Group associated with the Acquisition of Micron Call Options.

It should be noted that the above financial effects of the Acquisition of Micron Call Options to be recognised by the Group will be subject to final audit by the Company's auditors.

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## LETTER FROM THE BOARD

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### REASONS FOR AND BENEFITS OF THE ACQUISITION OF MICRON CALL OPTIONS

The Group is principally engaged in the manufacturing and trading of semiconductors, broadband infrastructure construction and the provision of integrated solution for smart domain application (including smart home, smart campus and smart communities).

The Group believes that technological innovation is an important engine for future economic development, and it can also drive the emerging applications in the smart living sector. The Group always hopes to leverage our own advantages in the field of smart technology to actively diversify the investments in the field of innovative technologies, in order to facilitate the technological development and create greater value for the Shareholders.

Micron is a global leader in innovative memory and storage solutions. The Board holds positive views towards the financial performance and future prospects of Micron. After due and careful consideration of the information relating to Micron including its business model, financial performance and business prospects, the Directors are of the view that the Acquisition of Micron Call Options provides the Group with a good investment opportunity to expand the investment portfolio with quality assets and satisfactory return.

As the Acquisition of Micron Call Options was made in the open market at prevailing market prices, the Directors (including the independent non-executive Directors) are of the view that the terms of the Acquisition of Micron Call Options are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### LISTING RULES IMPLICATIONS

#### Acquisition of Micron Call Options

Reference is made to the announcement of the Company dated 25 June 2024, where the Acquisition of Micron Call Options (referred to as the “Further Acquisition of Micron Call Options” therein) was aggregated with the Previous Acquisitions of the Micron Shares and was classified as a major transaction of the Company (standalone and in aggregate basis). The Company wishes to clarify that as the acquired Micron Call Options, if exercised, will be settled through cash payment to the Company as disclosed in the paragraph headed “Acquisition of Micron Call Options” on page 4 of this circular, the subsequent exercise of the acquired Micron Call Options will not result in acquisition of any Micron Shares. As such, the Acquisition of Micron Call Options should not be aggregated with the Previous Acquisitions of the Micron Shares.

Nonetheless, as disclosed in the announcement of the Company dated 25 June 2024, the highest applicable percentage ratio under Rule 14.07 of the Listing Rules in respect of the Acquisition of Micron Call Options exceeds 25% but is less than 100%. Hence, the Acquisition of Micron Call Options constitutes a major transaction on the part of the Company and will be subject to reporting, announcement, circular and Shareholders’ approval requirements under Chapter 14 of the Listing Rules.

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## LETTER FROM THE BOARD

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### REMEDIAL ACTIONS

Pursuant to Rule 14.34 of the Listing Rules, after the terms of a major transaction have been finalised, the Company must publish an announcement as soon as possible. The Acquisition of Micron Call Options took place on 20 June 2024 (after trading hours of the Stock Exchange) and the Company published the relevant announcement on 25 June 2024. As such, the failure by the Company to comply with the above requirement constituted breach of Rule 14.34 of the Listing Rules.

The Acquisition of Micron Call Options was not disclosed on a timely basis due to inadvertent oversight and mainly attributable to the necessity to discuss with the Company's advisers on whether the Acquisition of Micron Call Options was the same or different from the Company's previous purchases of listed securities and constitute notifiable transaction(s) under Chapter 14 of the Listing Rules.

The Company deeply regrets that its non-compliance with the Listing Rules as disclosed in this circular. It would like to stress that such delay was inadvertent and the Company had no intention to withhold any information relating to the Acquisition of Micron Call Options.

The Company takes the above incident seriously and has implemented the following remedial actions in order to prevent recurrence of such delay in the future:

1. The Company will further review and strengthen its internal control and compliance system to identify any other weaknesses and consider further remedial actions to address them in particular improve the coordination and communication between departments/staff responsible for acquisition of products for the Company with those responsible for the Company's compliance to expeditiously gather all necessary information for assessment and make prompt disclosure under Chapter 14 of the Listing Rules.
2. The Company will provide further guidance material and training, in particular, regarding how to define a transaction and proper calculation methodology of the percentage ratios relating to notifiable transactions under the Listing Rules for the Directors of the Group in order to strengthen and reinforce their existing knowledge with respect to notifiable transactions.
3. The Company will work more closely with its external legal advisers on compliance issues and shall, as and when appropriate, consult other professional advisers before entering into any potential notifiable transaction. If necessary and considering the unique circumstances of the case, the Company will also consult the Stock Exchange on the proper treatment of a proposed transaction so as to ensure that the apprehension and interpretation of the Listing Rules are correct and the Company timely complies with the relevant requirements under the Listing Rules.

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## LETTER FROM THE BOARD

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The Directors believe that the implementation of the remedial measures as disclosed above will strengthen and reinforce the knowledge of the responsible staff and the Directors relating to notifiable transactions under the Listing Rules, and improve the regulatory compliance abilities of the Company in the identification and reporting of related issues with assistance from appropriate external advisers. Going forward, the Company will make such disclosure in a timely manner to ensure compliance with the Listing Rules.

### WRITTEN SHAREHOLDER'S APPROVAL

Pursuant to Rule 14.44 of the Listing Rules, shareholders' approval may be obtained by written shareholders' approval in lieu of convening a general meeting if (a) no shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Acquisition of Micron Call Options; and (b) written approval has been obtained from a shareholder or a closely allied group of shareholders who together hold more than 50% of the issued share capital of the Company giving the right to attend and vote at general meetings to approve the Acquisition of Micron Call Options.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has any material interest in the Acquisition of Micron Call Options. Thus, if the Company were to convene a general meeting to approve the Acquisition of Micron Call Options, no Shareholder is required to abstain from voting on the resolutions in relation to the Acquisition of Micron Call Options. As such, the Acquisition of Micron Call Options may be approved by written Shareholders' approval in accordance with Rule 14.44 of the Listing Rules.

In relation to written approval in lieu of holding a general meeting in respect of the Acquisition of Micron Call Options, on 20 June 2024 (after trading hours of the Stock Exchange), the Company obtained prior shareholder's approval from Yoho Bravo Limited, which holds 599,658,000 shares (representing approximately 74.96% of the total issued share capital of the Company as at the date of the written approval by Yoho Bravo Limited and the Latest Practicable Date respectively), pursuant to Rule 14.44 of the Listing Rules. As a result, no extraordinary general meeting will be convened to consider the Acquisition of Micron Call Options.

### RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the Acquisition of Micron Call Options are on normal commercial terms, which is fair and reasonable and in the interests of the Company and its Shareholders as a whole. The Directors would recommend the Shareholders to vote in favour of the Acquisition of Micron Call Options if a physical meeting were to be held.

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## LETTER FROM THE BOARD

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### ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

By Order of the Board  
**Brainhole Technology Limited**  
**Zhang Liang Johnson**  
*Chairman and Executive Director*

**1. FINANCIAL INFORMATION OF THE GROUP**

Details of the financial information of the Company for the three years ended 31 December 2021, 2022 and 2023 have been published and are available on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the website of the Company (<http://www.brainholetechnology.com>) respectively:

- the annual report of the Company for the year ended 31 December 2021 (pages 84 to 169) published on 28 April 2022, available on:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2022/0428/2022042800574.pdf>

- the annual report of the Company for the year ended 31 December 2022 (pages 81 to 169) published on 26 April 2023, available on:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0426/2023042600894.pdf>

- the annual report of the Company for the year ended 31 December 2023 (pages 83 to 173) published on 29 April 2024, available on:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0429/2024042902560.pdf>

**2. STATEMENT OF INDEBTEDNESS OF THE GROUP**

At the close of business on 30 June 2024, being the latest practicable date for the purpose of ascertaining the indebtedness of the Group prior to the printing of this circular, the Group had outstanding indebtedness as follows:

	<b>30 June 2024</b> <i>HK\$'000</i>
Lease liabilities	4,263
Loan from immediate holding company	Nil
Loans from related companies	49,152
Loan from ultimate controlling party	110,120

As at 30 June 2024, all the loan from immediate holding company, loans from related companies and loan from ultimate controlling party of the Group disclosed above are unsecured and unguaranteed.

Save as disclosed above, the Group did not, as of the close of business on 30 June 2024, have any debt securities issued and outstanding, or authorised or otherwise created but unissued, any other term loans, any other borrowings or indebtedness in the nature of borrowings including bank overdrafts and liabilities under acceptance (other than normal trade bills) or acceptance credits or hire purchase commitments, any other mortgages and charges or any guarantees or any finance lease commitments or material contingent liabilities.

### **3. WORKING CAPITAL STATEMENT OF THE GROUP**

The Directors, after due and careful consideration, are of the opinion that, taking into account the financial resources available to the Group, including internally generated funds and the available facilities, and the impact of the Acquisition of Micron Call Options, the Group will have sufficient working capital for its business for at least 12 months from the date of this circular.

The Company has obtained the relevant confirmation as required under Rule 14.66(12) of the Listing Rules.

### **4. MATERIAL ADVERSE CHANGE**

At the Latest Practicable Date and to the best knowledge of the Directors, there was no material adverse change in the financial or trading position of the Group since 31 December 2023 (being the date to which the latest published audited financial statements of the Group were made up).

### **5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP**

The Group is principally engaged in the manufacturing and trading of semiconductors, broadband infrastructure construction and the provision of integrated solution for smart domain application (including smart home, smart campus and smart communities). The Group believes that technological innovation is an important engine for future economic development, and it can also drive the emerging applications in the smart living sector. The Group aims to leverage our own advantages in the field of smart technology to capture investment opportunities and actively diversify the investments in the field of innovative technologies, in order to create greater value for the Shareholders.

Since 2022, the Group commenced the strategic investments business which engages in trading of cryptocurrencies and listed equity securities. In particular to the listed equity securities, the investment portfolio mainly comprises leading technology companies and high-quality large companies listed in the United States and Hong Kong. As stated in the paragraph headed “REASONS FOR AND BENEFITS OF THE ACQUISITION OF MICRON CALL OPTIONS” in the section headed “LETTER FROM THE BOARD”, the Group considers that the Acquisition of Micron Call Options represents an opportunity to allow the Group to reallocate the resources and investment portfolio. The Group will closely monitor and assess the performance of these option securities and make timely and appropriate adjustments on the investment portfolio to enhance the returns for the Group and realise the investments as and when appropriate.

## 1. 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 Company. 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 in this circular misleading.

## 2. DISCLOSURE OF INTERESTS

### (a) Directors' and chief executives' interests and short positions in shares of the Company

As at the Latest Practicable Date, the Directors and chief executives of the Company and their associates had the following interests in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies of the Listing Rules (the "Model Code") to be notified to the Company and the Stock Exchange.

#### *Long positions in the shares and underlying shares of the Company*

Name of Director	Nature of interest	Number of ordinary shares held	Approximate percentage of interest in the Company as at Latest Practicable Date
Mr. Zhang Liang Johnson	Interest of controlled Corporation ( <i>Note</i> )	599,658,000 Shares (L)	74.96%

(L) denotes long position

*Note:* Mr. Zhang Liang Johnson, an executive Director, was interested in 599,658,000 Shares, representing approximately 74.96% of the Company's issued share capital, through Yoho Bravo Limited which is wholly-owned by him.

**(b) Substantial Shareholders' interests and short positions**

<b>Name of Shareholder</b>	<b>Nature of interest</b>	<b>Number of ordinary shares held</b>	<b>Approximate percentage of interest in our Company as at the Latest Practicable Date</b>
Yoho Bravo Limited (Note)	Beneficial owner	599,658,000 (L)	74.96%

(L) denotes long position

*Note:* Mr. Zhang Liang Johnson, an executive Director, was interested in 599,658,000 Shares, representing approximately 74.96% of the Company's issued share capital, through Yoho Bravo Limited which is wholly-owned by him.

Save as disclosed herein, at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO); or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or were required, pursuant to the Model Code to be notified to the Company and the Stock Exchange.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors is a director or employee of a company which had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

**3. DIRECTORS' SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors entered, or proposed to enter, into any service contract with any member of the Group, excluding contracts expiring or determinable by the Group within one year without payment of compensation (other than statutory compensation).

#### 4. DIRECTORS' INTERESTS IN ASSETS AND CONTRACTS OF THE GROUP

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors had any interest, either directly or indirectly, in any assets which has since 31 December 2023 (being the date to which the latest published audited consolidated financial statements of the Company were made up) been acquired or disposed of by or leased to, any member of the Group or are proposed to be acquired or disposed of by, or leased to, any member of the Group.

As at the Latest Practicable Date, none of the Directors was materially interested, directly or indirectly, in any contract or arrangement entered into by any member of the Group subsisting at the Latest Practicable Date and which is significant in relation to the businesses of any member of the Group.

#### 5. MATERIAL CONTRACTS

The Group has entered into the following contract (not being contract entered into in the ordinary course of business) within the two years immediately preceding the Latest Practicable Date which is or may be material:

- (a) on 31 July 2023 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the further disposal of 131,400 American depository shares of XPeng Inc. through the open market at the aggregate consideration of approximately US\$2.6 million (equivalent to approximately HK\$20.6 million) (for which no written contract was entered into between the parties thereto);
- (b) on 20 December 2023 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the further acquisition of 17,650 Class A common stocks of Affirm Holdings, Inc. through the open market at the aggregate consideration of approximately US\$0.9 million (equivalent to approximately HK\$7.0 million) (for which no written contract was entered into between the parties thereto);
- (c) on 24 January 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the further acquisition of 1,910 common stocks of NVIDIA Corporation through the open market at the aggregate consideration of approximately US\$1.1 million (equivalent to approximately HK\$8.9 million) (for which no written contract was entered into between the parties thereto);
- (d) on 30 January 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the further acquisition of 1,960 common stocks of Super Micro Computer, Inc. through the open market at the aggregate consideration of approximately US\$1.0 million (equivalent to approximately HK\$8.0 million) (for which no written contract was entered into between the parties thereto);

- (e) on 30 January 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the further disposal of 1,430 common stocks of NVIDIA Corporation through the open market at the aggregate consideration of approximately US\$0.9 million (equivalent to approximately HK\$7.0 million) (for which no written contract was entered into between the parties thereto);
- (f) on 6 February 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the further disposal of 3,220 class A common stocks of Coinbase Global, Inc. through the open market at the aggregate consideration of approximately US\$0.4 million (equivalent to approximately HK\$3.0 million) (for which no written contract was entered into between the parties thereto);
- (g) on 15 February 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the further acquisition of 3,740 class A common stocks of Coinbase Global, Inc. through the open market at the aggregate consideration of approximately US\$0.6 million (equivalent to approximately HK\$5.0 million) (for which no written contract was entered into between the parties thereto);
- (h) on 15 February 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the further disposal of 880 common stocks of NVIDIA Corporation through the open market at the aggregate consideration of approximately US\$0.6 million (equivalent to approximately HK\$5.0 million) (for which no written contract was entered into between the parties thereto);
- (i) on 16 February 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the further disposal of 2,650 common stocks of NVIDIA Corporation through the open market at the aggregate consideration of approximately US\$1.9 million (equivalent to approximately HK\$15.0 million) (for which no written contract was entered into between the parties thereto);
- (j) on 16 February 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the further acquisition of 3,470 class A common stocks of Coinbase Global, Inc. through the open market at the aggregate consideration of approximately US\$0.6 million (equivalent to approximately HK\$5.0 million) (for which no written contract was entered into between the parties thereto);

- (k) on 16 February 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the further disposal of 1,020 common stocks of Super Micro Computer, Inc. through the open market at the aggregate consideration of approximately US\$1.0 million (equivalent to approximately HK\$7.0 million) (for which no written contract was entered into between the parties thereto);
- (l) on 20 February 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the disposal of 16,370 class A common stocks of Coinbase Global, Inc. through the open market at the aggregate consideration of approximately US\$2.9 million (equivalent to approximately HK\$22.3 million) (for which no written contract was entered into between the parties thereto);
- (m) on 20 February 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the acquisition of 213,000 domestic shares of Seres Group Co., Ltd. through the open market at the aggregate consideration of approximately RMB15.5 million (equivalent to approximately HK\$17.1 million) (for which no written contract was entered into between the parties thereto);
- (n) on 21 February 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the further acquisition of 51,500 domestic shares of Seres Group Co., Ltd. through the open market at the aggregate consideration of approximately RMB3.7 million (equivalent to approximately HK\$4.0 million) (for which no written contract was entered into between the parties thereto);
- (o) on 22 February 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the further acquisition of 1,920 common stocks of Super Micro Computer, Inc. through the open market at the aggregate consideration of approximately US\$1.7 million (equivalent to approximately HK\$12.9 million) (for which no written contract was entered into between the parties thereto);
- (p) on 27 February 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the further disposal of 33,350 class A common stocks of Affirm Holdings, Inc. through the open market at the aggregate consideration of approximately US\$1.3 million (equivalent to approximately HK\$9.9 million) (for which no written contract was entered into between the parties thereto);

- (q) on 28 February 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the further acquisition of 93,800 domestic shares of Seres Group Co., Ltd. through the open market at the aggregate consideration of approximately RMB8.3 million (equivalent to approximately HK\$9.1 million) (for which no written contract was entered into between the parties thereto);
- (r) on 29 February 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the further disposal of 1,490 Super Micro Shares through the open market at the aggregate consideration of approximately US\$1.3 million (equivalent to approximately HK\$9.9 million) (for which no written contract was entered into between the parties thereto);
- (s) on 1 March 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the further acquisition of 101,200 domestic shares of Seres Group Co., Ltd. through the open market at the aggregate consideration of approximately RMB9.2 million (equivalent to approximately HK\$10.1 million) (for which no written contract was entered into between the parties thereto);
- (t) on 6 March 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the further disposal of 780 common stocks of Super Micro Computer, Inc. through the open market at the aggregate consideration of approximately US\$0.9 million (equivalent to approximately HK\$6.9 million) (for which no written contract was entered into between the parties thereto);
- (u) on 7 March 2024, the Company executed a trade order with BOCI Securities Limited relating to the acquisition of 305,000 domestic shares of IEIT SYSTEMS Co., Ltd. through the open market at the aggregate consideration of approximately RMB12.9 million (equivalent to approximately HK\$14.2 million) (for which no written contract was entered into between the parties thereto);
- (v) on 21 March 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the acquisition of 23,200 common stocks of Micron Technology, Inc. through the open market at the aggregate consideration of approximately US\$2.6 million (equivalent to approximately HK\$19.8 million) (for which no written contract was entered into between the parties thereto);
- (w) on 21 March 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the disposal of 181,000 domestic shares of Seres Group Co., Ltd. through the open market at the aggregate consideration of approximately RMB18.4 million (equivalent to approximately HK\$20.3 million) (for which no written contract was entered into between the parties thereto);

- (x) on 22 March 2024, the Company executed a trade order with BOCI Securities Limited relating to the acquisition of 650,000 ordinary shares of Pop Mart International Group Limited through the open market at the aggregate consideration of approximately HK\$18.0 million (for which no written contract was entered into between the parties thereto);
- (y) on 22 March 2024, the Company executed a trade order with BOCI Securities Limited relating to the further disposal of 94,000 domestic shares of Seres Group Co., Ltd. through the open market at the aggregate consideration of approximately RMB9.2 million (equivalent to approximately HK\$10.2 million) (for which no written contract was entered into between the parties thereto);
- (z) on 1 April 2024, the Company executed a trade order with BOCI Securities Limited relating to the further acquisition of 10,400 common stocks of Micron Technology, Inc. through the open market at the aggregate consideration of approximately US\$1.3 million (equivalent to approximately HK\$10.0 million) (for which no written contract was entered into between the parties thereto);
- (aa) on 1 April 2024, the Company executed a trade order with BOCI Securities Limited relating to the further acquisition of 740 common stocks of Super Micro Computer, Inc. through the open market at the aggregate consideration of approximately US\$0.8 million (equivalent to approximately HK\$6.0 million) (for which no written contract was entered into between the parties thereto);
- (bb) on 2 April 2024, the Company executed a trade order with BOCI Securities Limited relating to the further acquisition of 166,000 ordinary shares of Pop Mart International Group Limited through the open market at the aggregate consideration of approximately HK\$5.0 million (for which no written contract was entered into between the parties thereto);
- (cc) on 23 April 2024, the Company executed a trade order with BOCI Securities Limited relating to the further acquisition of 145,000 ordinary shares of Pop Mart International Group Limited through the open market at the aggregate consideration of approximately HK\$5.0 million (for which no written contract was entered into between the parties thereto);
- (dd) on 30 April 2024, the Company executed a trade order with BOCI Securities Limited relating to the further disposal of 66,100 domestic shares of Seres Group Co., Ltd. through the open market at the aggregate consideration of approximately RMB6.5 million (equivalent to approximately HK\$7.1 million) (for which no written contract was entered into between the parties thereto);

- (ee) on 7 May 2024, the Company executed a trade order with BOCI Securities Limited relating to the further disposal of 82,900 domestic shares of Seres Group Co., Ltd. through the open market at the aggregate consideration of approximately RMB7.3 million (equivalent to approximately HK\$8.0 million) (for which no written contract was entered into between the parties thereto);
- (ff) on 21 May 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the further acquisition of 1,370 common stocks of NVIDIA Corporation through the open market at the aggregate consideration of approximately US\$1.3 million (equivalent to approximately HK\$10.0 million) (for which no written contract was entered into between the parties thereto);
- (gg) on 23 May 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the further acquisition of 495 common stocks of NVIDIA Corporation through the open market at the aggregate consideration of approximately US\$0.5 million (equivalent to approximately HK\$4.0 million) (for which no written contract was entered into between the parties thereto);
- (hh) on 17 June 2024, the Company executed a trade order with BOCI Securities Limited relating to the further disposal of 378,000 ordinary shares of Pop Mart International Group Limited through the open market at the aggregate consideration of approximately HK\$15.0 million (for which no written contract was entered into between the parties thereto);
- (ii) on 18 June 2024, the Company executed a trade order with BOCI Securities Limited relating to the further disposal of 262,000 ordinary shares of Pop Mart International Group Limited through the open market at the aggregate consideration of approximately HK\$10.4 million (for which no written contract was entered into between the parties thereto);
- (jj) on 20 June 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with BOCI Securities Limited relating to the further disposal of 2,680 common stocks of Super Micro Computer, Inc., through the open market at the aggregate consideration of approximately US\$2.6 million (equivalent to approximately HK\$20.4 million) (for which no written contract was entered into between the parties thereto); and
- (kk) on 20 June 2024 (after trading hours of the Stock Exchange), the Company executed a trade order with Interactive Brokers Hong Kong Limited relating to the Acquisition of Micron Call Options through the open market at the aggregate consideration of approximately US\$5.1 million (equivalent to approximately HK\$39.8 million) (for which no written contract was entered into between the parties thereto).

**6. LITIGATION**

As at the Latest Practicable Date, so far as the Directors are aware, the Group is not engaged in any material litigation or arbitration proceedings nor is any material litigation or claim pending or threatened against it.

**7. DIRECTORS' INTEREST IN COMPETING BUSINESS**

As at the Latest Practicable Date, so far as the Directors are aware of, none of the Directors nor their respective close associates had any interest in any business which competes or is likely to compete, or is in conflict or is likely to be in conflict, either directly or indirectly, with the business of the Group.

**8. GENERAL**

- (a) The registered address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands.
- (b) The principal place of business of the Company in Hong Kong is at Suites 1801-03, 18/F, One Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong.
- (c) The Hong Kong share registrar of the Company is Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (d) The company secretary of the Company is Ms. Wong Tik. Ms. Wong is a certified public accountant and an associate member of the Hong Kong Institute of Certified Public Accountants.
- (e) In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.

**9. DOCUMENTS ON DISPLAY**

Copy of the memorandum giving full particulars of the transaction contemplated under the Acquisition of Micron Call Options (material contract (kk) as mentioned above) will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://www.brainholetechnology.com>) for a period of 14 days from the date of this circular.