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BCI Group Holdings Limited

高門集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8412)

COMPLETION OF PLACING OF NEW SHARES UNDER THE GENERAL MANDATE

Placing Agent



億聲證券有限公司
Brilliant Norton
Securities Company Limited

The Board is pleased to announce that all conditions to the Placing Agreement and supplemental agreement of Placing Agreement (“**Placing Agreements**”) have been fulfilled and completion of the Placing took place on 18 August 2020. A total of 160,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.13 per Placing Share pursuant to the terms and conditions of the Placing Agreements.

Reference is made to the announcements of BCI Group Holdings Limited (the “**Company**”) dated 30 June 2020 and 21 July 2020 respectively in relation to the placing of new shares under the General Mandate (the “**Placing Announcements**”). Capitalised terms used herein shall have the same meanings as those defined in the Placing Announcements unless otherwise specified.

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all conditions to the Placing Agreements have been fulfilled and completion of the Placing took place on 18 August 2020. A total of 160,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.13 per Placing Share pursuant to the terms and conditions of the Placing Agreements, representing approximately 16.67% of the issued shares of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon completion of the Placing.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Placees and their respective ultimate beneficial owners (if any) are professional, institutional, or other investors who are third parties independent of the Company and its connected persons (as defined under the Listing Rules).

The net proceeds from the Placing, after deduction of the placing commission and other related expenses, amounted to approximately HK\$20,334,000 and will be used as general working capital of the Group.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and upon completion of the Placing is as follows:

	(i) Immediately before completion of the Placing		(ii) Immediately upon completion of the Placing and as at date of this announcement	
	No. of Shares held	Approximate % of total Shares in issue	No. of Shares held	Approximate % of total Shares in issue
Aplus Concept Limited (Note 1 and 2)	371,520,000	46.44%	371,520,000	38.70%
Phoenix Year Limited (Note 3 and 4)	159,180,000	19.90%	159,180,000	16.58%
Mr. Ng Shing Chun Ray	15,500,000	1.94%	15,500,000	1.61%
The Placees	—	—	160,000,000	16.67%
Other Public Shareholders	253,800,000	31.71%	253,800,000	26.44%
Total	<u>800,000,000</u>	<u>100.00%</u>	<u>960,000,000</u>	<u>100.00%</u>

Notes:

1. Mr. Kester Ng beneficially owns 100% of the issued shares of Aplus Concept Limited. By virtue of the SFO, Mr. Kester Ng is deemed to be interested in 371,520,000 Shares held by Aplus Concept Limited.
2. Ms. Louey Andrea Alice is the spouse of Mr. Kester Ng. By virtue of the SFO, Ms. Louey Andrea Alice is deemed to be interested in the same number of shares in which Mr. Kester Ng is deemed to be interested under the SFO.
3. Mr. Chung Cho Yee, Mico (“**Mr. Chung**”) owns the entire interest of Digisino Assets Limited (“**Digisino**”) which in turn owns the entire interest in Earnest Equity Limited (“**Earnest Equity**”). Earnest Equity and Mr. Chung own approximately 51.09% and 0.03% of the entire issued share capital of CSI Properties Limited respectively. Therefore, Mr. Chung, Digisino and Earnest Equity are deemed to be interested in the same number of shares held by CSI Properties Limited under the SFO.
4. CSI Properties Limited beneficially owns 100% of the issued shares of Phoenix Year Limited. By virtue of the SFO, CSI Properties Limited is deemed to be interested in the same number of shares held by Phoenix Year Limited under the SFO.

By order of the Board of
BCI Group Holdings Limited
Ng Shing Chun Ray
Executive Director

Hong Kong, 18 August 2020

As at the date of this announcement, the executive Directors are Mr. Ng Shing Joe Kester, Mr. Ng Shing Chun Ray and Ms. Lau Sze Yuen, the non-executive Director is Mr. Kan Sze Man and the independent non-executive Directors are Mr. Wong Sui Chi, Mr. Li Lap Sun and Mr. Ng Kwok Kei Sammy.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 beliefs the information contained in this announcement 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 announcement misleading.

This announcement will remain on the Stock Exchange's website at www.hkexnews.hk and the GEM website at www.hkgem.com on the "Latest Listed Company Information" page for at least 7 days from the date of its posting. This announcement will also be published on the Company's website at www.bcigroup.com.hk.