

## IMPORTANT

*If you are in doubt about any of the contents of this prospectus, you should obtain independent professional advice.*

# BCI Group Holdings Limited 高門集團有限公司

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

## LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER

Number of Offer Shares : 200,000,000 Shares  
Number of Placing Shares : 180,000,000 Shares (subject to re-allocation)  
Number of Public Offer Shares : 20,000,000 Shares (subject to re-allocation)  
Offer Price : Not more than HK\$0.35 per Offer Share  
and expected to be not less than HK\$0.25 per  
Offer Share, plus brokerage fee of 1.0%, SFC  
transaction levy of 0.0027% and Stock  
Exchange trading fee of 0.005% (payable in  
full on application in Hong Kong dollars and  
subject to refund)  
Nominal Value : HK\$0.01 per Share  
Stock Code : 8412

### Sponsor



### Sole Bookrunner



### Joint Lead Managers



### Co-Managers



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in "Documents delivered to the Registrar of Companies" in Appendix V to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any other documents referred to above.

The Offer Price is expected to be determined by agreement between the Joint Lead Managers (for themselves and on behalf of the Underwriters) and our Company on the Price Determination Date, which is expected to be on or about Thursday, 30 March 2017 or such later date as the Joint Lead Managers (for themselves and on behalf of the Underwriters) and our Company may agree. The Offer Price will be not more than HK\$0.35 and is currently expected to be not less than HK\$0.25, unless otherwise announced. Subscribers for the Offer Shares are required to pay, on subscription, the Offer Price for each Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to any necessary rounding.

The Joint Lead Managers (for themselves and on behalf of the Underwriters) may, with our Company's consent, reduce the number of Offer Shares being offered under the Share Offer and/or reduce the indicative Offer Price range stated in this prospectus at any time prior to the Price Determination Date. In such a case, notices of such reduction will be published on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and our Company's website at [www.bciigroup.com.hk](http://www.bciigroup.com.hk) as soon as practicable but in any event not later than the Price Determination Date. Further details are set out in "Structure and Conditions of the Share Offer".

If, for any reason, the Joint Lead Managers (for themselves and on behalf of the Underwriters) and our Company are unable to agree on the Offer Price on or before the Price Determination Date, the Offer Price will be HK\$0.25.

Prior to making an investment decision, prospective investors should consider carefully all the information set out in this prospectus, including the risk factors set out in "Risk Factors".

Pursuant to the termination provisions contained in the Public Offer Underwriting Agreement, the Joint Lead Managers (for themselves and on behalf of the Public Offer Underwriters) have the right in certain circumstances to terminate the obligations of the Public Offer Underwriters under the Public Offer Underwriting Agreement at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (such date is currently expected to be Friday, 7 April 2017). Further details of these termination provisions are set out in "Underwriting". It is important that you refer to that section for further details.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with Regulation S of the U.S. Securities Act.

24 March 2017