

Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 24 March 2017 (the “**Prospectus**”) issued by BCI Group Holdings Limited (the “**Company**”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, 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 announcement.

This announcement is for information purposes only and does not constitute an offer or invitation to acquire, purchase or subscribe for the Shares or other securities of the Company. Prospective investors should read the Prospectus for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer and is not currently intended to be any public offer of securities in the United States.

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



Application has been made by the Company to the Listing Department for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus pursuant to the Capitalisation Issue and the Share Offer and any Shares which may fall to be issued upon the exercise of any options which may be granted under the Share Option Scheme. Assuming that the Share Offer becomes unconditional, it is expected that dealings in the Shares on GEM will commence at 9:00 a.m. on Friday, 7 April 2017.

The Share Offer comprises the Public Offer of initially 20,000,000 Shares, representing 10% of the total number of Shares initially being offered in the Share Offer (subject to re-allocation) and the Placing of initially 180,000,000 Shares, representing 90% of the total number of Shares initially being offered in the Share Offer (subject to re-allocation). The allocation of the Shares between the Public Offer and the Placing is subject to adjustment as stated in the sub-section headed “Structure and Conditions of the Share Offer — Re-allocation between the Placing and the Public Offer” in the Prospectus.

Subject to the Stock Exchange granting the listing of, and permission to deal in, the Shares on GEM and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$0.35 per Offer Share and is expected to be not less than HK\$0.25 per Offer Share. Applicants must pay the maximum Offer Price of HK\$0.35 per Offer Share plus a brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% in full upon application for Shares under the terms set out in the Application Forms.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms. The Share Offer is conditional upon the fulfillment of the conditions as set out in the sub-section headed “Structure and Conditions of the Share Offer — Conditions of the Share Offer” in the Prospectus. If any of such conditions has not been fulfilled or waived in accordance with the terms and conditions of the Underwriting Agreements prior to the time(s) and date(s) specified therein, the Share Offer will lapse and the Stock Exchange will be notified immediately. Notice of lapse of the Share Offer will be caused to be published by our Company on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.bcigroup.com.hk the next day following such lapse. In such event, all application monies will be refunded, without interest.

Prospective investors should note that the Joint Lead Managers (for themselves and on behalf of the Underwriters) are entitled to terminate the Underwriters’ obligations under the Underwriting Agreements by notice in writing to the Company given by the Joint Lead Managers (for themselves and on behalf of the Underwriters) upon the occurrence of any of the events set forth in the sub-section headed “Underwriting — Underwriting arrangements, commissions and expenses — Public Offer — Public Offer Underwriting Agreement — Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Friday, 7 April 2017.

Applicants who would like the allotted Public Offer Shares to be issued in their own names should use a **WHITE** Application Form. Applicants who would like the allotted Public Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to their stock accounts or their designated CCASS Participant's stock accounts should either (i) complete and sign the **YELLOW** Application Form; or (ii) give **electronic application instructions** to HKSCC via CCASS.

As required by the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance, printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 24 March 2017 until 12:00 noon on Wednesday, 29 March 2017 (both days inclusive) (or such later date as may apply as described in the sub-section headed "How to Apply for Public Offer Shares — 9. Effect of bad weather on the opening of the Application Lists" in the Prospectus) from:

1) the following address of the Public Offer Underwriters:

Great Roc Capital Securities Limited	Suite 3712, 37/F., West Tower, Shun Tak Centre 168–200 Connaught Road Central Hong Kong
Lego Securities Limited	Room 804, 8/F., Jubilee Centre 46 Gloucester Road Wanchai, Hong Kong
RHB Securities Hong Kong Limited	12/F, World-Wide House 19 Des Voeux Road Central Central, Hong Kong
South China Securities Limited	28/F, Bank of China Tower 1 Garden Road, Central Hong Kong

- 2) any of the following branches of Standard Chartered Bank (Hong Kong) Limited, the receiving bank for the Public Offer:

District	Branch name	Address
Hong Kong Island	Des Voeux Road Branch	Standard Chartered Bank Building, 4–4A, Des Voeux Road Central, Central
	Quarry Bay Branch	G/F, Westlands Gardens, 1027 King’s Road, Quarry Bay
Kowloon	Kwun Tong Branch	G/F, 414 Kwun Tong Road, Kowloon
	68 Nathan Road Branch	Basement, Shop B1, G/F and M/F Golden Crown Court, 66–70 Nathan Road, Tsimshatsui
New Territories	Tsuen Wan Branch	Shop C, G/F & 1/F, Jade Plaza, 298 Sha Tsui Road, Tsuen Wan
	Tseung Kwan O Branch	Shop G37–40, G/F, Hau Tak Shopping Centre East Wing, Hau Tak Estate, Tseung Kwan O

Printed copies of the Prospectus together with the **YELLOW** Application Form may be obtained during normal business hours from 9:00 a.m. on Friday, 24 March 2017 until 12:00 noon on Wednesday, 29 March 2017 (both days inclusive) from:

- 1) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or
- 2) your stockbroker, who may have the **YELLOW** Application Forms and the Prospectus available.

The completed **WHITE** and **YELLOW** Application Forms, together with a cheque or a banker’s cashier order attached and marked payable to “**HORSFORD NOMINEES LIMITED — BCI GROUP PUBLIC OFFER**” for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above on such dates and during such time as specified in the Application Forms.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 24 March 2017 until 12:00 noon on Wednesday, 29 March 2017 or such later time as described in the sub-section headed “How to Apply for Public Offer Shares — 9. Effect of bad weather on the opening of the Application Lists” in the Prospectus.

Please refer to the sections headed “Structure and Conditions of the Share Offer” and “How to Apply for Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

The Offer Price will not be more than HK\$0.35 per Offer Share and is expected to be not less than HK\$0.25 per Offer Share. The final Offer Price is expected to be fixed by the Price Determination Agreement to be entered into between the Joint Lead Managers (for themselves and on behalf of the Underwriters) and the 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 the Company may agree. If, for any reason, the Joint Lead Managers (for themselves and on behalf of the Underwriters) and the Company are unable to reach an agreement on the Offer Price on or before the Price Determination Date, the Offer Price will be HK\$0.25. In such event, the Company will issue an announcement to be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.bcigroup.com.hk.

The Company expects to announce the final Offer Price, the level of indications of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares on Thursday, 6 April 2017 on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.bcigroup.com.hk. Results of allocation of the Public Offer Shares with the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Public Offer, will be made available at the times and dates and in the manner specified in the sub-section "How to Apply for the Public Offer Shares — 10. Publication of results" in the Prospectus.

The Company will not issue any temporary documents of title. No receipt will be issued for application monies paid. All share certificates will only become valid documents of title when the Share Offer has become unconditional in all respects and the Public Offer Underwriting Agreement has not been terminated in accordance with its terms before 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be Friday, 7 April 2017.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Friday, 7 April 2017. Shares will be traded in board lots of 10,000 Shares each. The GEM stock code for the Shares is 8412.

By order of the Board
BCI Group Holdings Limited
Ng Shing Joe Kester
Chairman

Hong Kong, 24 March 2017

As at the date of this announcement, the executive Directors are Mr. Ng Shing Joe Kester 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 belief 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 and a copy of the Prospectus will remain on the Stock Exchange's website at www.hkexnews.hk and in the case of this announcement, on the "Latest Company Announcements" page for at least seven days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.bcigroup.com.hk.