

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5 FORMS RELATING TO LISTING

FORM F

GEM

COMPANY INFORMATION SHEET

Case Number: _____

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, 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 information sheet.

Company name: BCI Group Holdings Limited

Stock code (ordinary shares): 8412

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on GEM of The Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 27 August 2020.....

A. General

Place of incorporation: The Cayman Islands

Date of initial listing on GEM: 7 April 2017

Name of Sponsor(s): Lego Corporate Finance Limited

Names of directors:
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)

Executive directors:
Mr. Ng Shing Joe Kester (吳繩祖)
Ms. Lau Sze Yuen (劉思婉)
Mr. Ng Shing Chun Ray (吳承浚)

Non-executive director:
Mr. Kan Sze Man (簡士民)

Independent non-executive directors:
Mr. Wong Sui Chi (黃瑞熾)
Mr. Li Lap Sun (李立新)
Mr. Ng Kwok Kei Sammy (伍國基)

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Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Name:	Number of shares of the Company held:	Approximate percentage of issued share capital:
	Aplus Concept Limited ("Aplus") (Note 1)	371,520,000	38.70%
	Mr. Ng Shing Joe Kester ("Mr. Kester Ng") (Note 2)	371,520,000	38.70%
	Mr. Louey Andrea Alice (Note 3)	371,520,000	38.70%
	Mr. Chung Cho Yee, Mico ("Mr. Chung") (Note 4)	159,180,000	16.58%
	Digisino Assets Limited ("Digisino") (Note 4)	159,180,000	16.58%
	Earnest Equity Limited ("Earnest Equity") (Note 4)	159,180,000	16.58%
	Phoenix Year Limited ("Phoenix Year") (Note 5)	159,180,000	16.58%
	CSI Properties Limited ("CSI Properties") (Note 6)	159,180,000	16.58%

Notes:

1. The entire issued share capital of Aplus is wholly-owned by Mr. Kester Ng.
2. Mr. Kester Ng is deemed to be interested in the same number of Shares held by Aplus under the Securities and Futures Ordinance (the "SFO").
3. 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.
4. Mr. Chung owns the entire interest of Digisino which in turn owns the entire interest in Earnest Equity. Earnest Equity and Mr. Chung own approximately 47.87% and 0.03% of the entire issued share capital of CSI Properties, respectively. Therefore, Mr. Chung, Digisino and Earnest Equity are deemed to be interested in the same number of shares held by CSI Properties under the SFO.
5. The entire issued share capital of Phoenix Year is wholly-owned by CSI Properties.
6. CSI Properties is deemed to be interested in the same number of Shares held by Phoenix Year under the SFO.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date:

31 May

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Registered address: [PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman, KY1-1108, Cayman Islands](#)

Head office and principal place of business: [Basement, Ho Lee Commercial Building
No. 38-44 D'Aguiar Street
Central, Hong Kong](#)

Web-site address (if applicable): www.bcigroup.com.hk

Share registrar: **Principal share registrar and transfer office in the Cayman Islands**
[Ocorian Trust \(Cayman\) Limited
PO Box 1350, Clifton House
75 Fort Street, Grand Cayman
KY1-1108, Cayman Islands](#)

Hong Kong branch share registrar and transfer office
[Boardroom Share Registrars \(HK\) Limited
Room 2103B, 21/F, 148 Electric Road
North Point, Hong Kong](#)

Auditors: [BDO Limited
25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong](#)

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company and its subsidiaries are a food and beverage and entertainment group based in Hong Kong that owns and operates two night clubs, namely Volar and Mudita; one sports-themed bar, namely Paper Street, one entertainment studio, namely Maximus Studio; and one restaurants focusing on Japanese-style dishes under the proprietary "Tiger" brand.

C. Ordinary shares

Number of ordinary shares in issue: [960,000,000](#)

Par value of ordinary shares in issue: [HK\\$0.01 each](#)

Board lot size (in number of shares): [10,000](#)

Name of other stock exchange(s) on which ordinary shares are also listed: [N/A](#)

D. Warrants

Stock code: [N/A](#)

Board lot size: [N/A](#)

Expiry date: [N/A](#)

Exercise price: [N/A](#)

Conversion ratio: [N/A](#)
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: [N/A](#)

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No. of shares falling to be issued upon [N/A](#)
the exercise of outstanding warrants: _____

E. Other securities

Details of any other securities in issue.
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

[N/A](#)

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

[Ng Shing Joe Kester](#)

[Lau Sze Yuen](#)

[Ng Shing Chun Ray](#)

[Kan Sze Man](#)

[Wong Sui Chi](#)

[Li Lap Sun](#)

[Ng Kwok Kei Sammy](#)

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*