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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)

**(1) CHANGE OF DIRECTORS AND COMPOSITION OF
VARIOUS BOARD COMMITTEES;
(2) CHANGE OF COMPLIANCE OFFICER;
(3) CHANGE OF COMPANY SECRETARY; AND
(4) CHANGE OF AUTHORISED REPRESENTATIVE**

Reference is made to the composite offer and response document dated 22 January 2021 jointly issued by BCI Group Holdings Limited (the “**Company**”) and Mr. Sze Ching Lau (the “**Offeror**”) in relation to, among other matters, the Offer (the “**Composite Document**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Composite Document.

CHANGE OF DIRECTORS AND COMPOSITION OF VARIOUS BOARD COMMITTEES

Resignation of Directors and their respective positions held in the Company

The Board announces that with effect from 16 February 2021:

- (1) Mr. Ng Shing Joe Kester has resigned as an executive Director as a result of the change in control of the Company due to the Offer. Following his resignation, Mr. Ng Shing Joe Kester ceased to be the chairman of the Board;
- (2) Ms. Lau Sze Yuen has resigned as an executive Director as a result of the change in control of the Company due to the Offer, but will remain as the director of certain subsidiaries of the Company;
- (3) Mr. Kan Sze Man has resigned as a non-executive Director as a result of the change in control of the Company due to the Offer, but will remain as the director of certain subsidiaries of the Company;
- (4) Mr. Wong Sui Chi has resigned as an independent non-executive Director as a result of the change in control of the Company due to the Offer. Following his resignation, Mr. Wong Sui Chi ceased to be the chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of each of the remuneration committee of the Company (the “**Remuneration Committee**”) and nomination committee of the Company (the “**Nomination Committee**”);

- (5) Mr. Li Lap Sun has resigned as an independent non-executive Director as a result of the change in control of the Company due to the Offer. Following his resignation, Mr. Li Lap Sun ceased to be the chairman of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee; and
- (6) Mr. Ng Kwok Kei Sammy has resigned as an independent non-executive Director as a result of the change in control of the Company due to the Offer. Following his resignation, Mr. Ng Kwok Kei Sammy ceased to be the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee.

Each of Mr. Ng Shing Joe Kester, Ms. Lau Sze Yuen, Mr. Kan Sze Man, Mr. Wong Sui Chi, Mr. Li Lap Sun and Mr. Ng Kwok Kei Sammy (collectively defined as “**Resigned Directors**”) has confirmed that he or she has no disagreement with the Board and there is no matter relating to his or her resignation that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its gratitude to all Resigned Directors for their valuable contributions to the Company during their tenure of directorship.

The Board does not have the intention to fill the position of chairman at present. The Board is in the progress of identifying suitable candidate to fill the vacancy and believes that the absence of a chairman will not have adverse effect to the Company, as decisions of the Company will be made collectively by the executive Directors.

Appointment of Directors and change of composition of the board committees

The Board announces that with effect from 16 February 2021:

- (1) Mr. Wong Kui Shing, Danny (“**Mr. Wong**”) has been appointed as an executive Director and the chief executive officer of the Company;
- (2) Mr. Hui Wai Hung (“**Mr. Hui**”) has been appointed as an independent non-executive Director, a member of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee;
- (3) Mr. Jiang Qiaowei (“**Mr. Jiang**”) has been appointed as an independent non-executive Director, a member of each of the Audit Committee and the Remuneration Committee and the chairman of the Nomination Committee; and
- (4) Mr. Pong Chun Yu, an independent non-executive Director, has been appointed as the chairman of each of the Audit Committee and the Remuneration Committee.

Set out below are the biographical information of Mr. Wong, Mr. Hui and Mr. Jiang.

Executive Director

Mr. Wong Kui Shing, Danny

Mr. Wong, aged 61, holds a Bachelor of Arts degree from the University of Hong Kong. He has extensive exposure in the financial and investment fields for over 30 years and is well experienced in the international investment market. He is currently an executive director of China Information Technology Development Limited (Stock Code: 8178), a non-executive director of TFG International Group Limited (Stock Code: 542) and an independent non-executive director of Far East Holdings International Limited (Stock Code: 36). He was an independent non-executive director of Tech Pro Technology Development Limited (the listing of shares had been cancelled under Rule 6.01A on 2 March 2020) from 27 September 2017 to 2 March 2020, an executive director of TFG International Group Limited (Stock Code: 542) from 21 August 2015 to 1 February 2019, an executive director of Huiyin Holdings Group Limited (formerly known as Share Economy Group Limited) (Stock Code: 1178) from 8 May 2017 to 10 April 2019, an executive director of Larry Jewelry International Company Limited (Stock Code: 8351) from 3 October 2016 to 10 October 2019 and an executive director of Greater Bay Area Dynamic Growth Holding Limited (formerly known as Rosedale Hotel Holdings Limited) (Stock Code: 1189) from 20 September 2019 to 25 August 2020. Mr. Wong has extensive experience in the financial and investment fields as well as experience in corporate and business management in listed companies, as disclosed above.

As at the date of this announcement, Mr. Wong is interested in 159,180,000 Shares, representing approximately 16.58% of the issued share capital of the Company.

Save as disclosed above, Mr. Wong (i) does not hold any other major appointments and professional qualifications and has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other position with the Company or any of its subsidiaries; and (iii) does not have any relationships with any Directors, senior management, substantial Shareholders, or controlling Shareholders (as defined in the GEM Listing Rules) of the Company nor is he interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Pursuant to the listing enforcement notice/announcement of the Stock Exchange dated 16 October 2008, Mr. Wong, together with another former director of China Oil and Gas Group Limited (“**China Oil**”), had admitted breaching the directors’ declaration, undertaking and acknowledgement with regard to directors given by each of them to the Stock Exchange in the form set out in Appendix 5B to the Listing Rules in failing to use their best endeavours to procure China Oil’s compliance with the Listing Rules in relation to the failure of China Oil to publish its annual results and annual report for the year ended 31 July 2005 by 30 November 2005 and interim results and interim report for the six months ended 31 January 2006 by 30 April 2006. Accordingly, the listing committee publicly criticised Mr. Wong and another former director of China Oil for their respective breaches mentioned above.

As at the date of this announcement, Mr. Wong has entered into a letter of appointment with the Company for a term of 3 years and will be subject to retirement by rotation and re-election at least once every three years. Pursuant to the letter of appointment, Mr. Wong is entitled to receive a remuneration of HK\$720,000 per annum, which is determined by reference to the Company’s remuneration policy and will be subject to review by the remuneration committee of the Board from time to time. Save as disclosed above, Mr. Wong is not entitled to any other emoluments.

Save for the information set out above, Mr. Wong is not aware of any other matters that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Independent non-executive Directors

Mr. Hui Wai Hung

Mr. Hui, aged 31, obtained a degree of Bachelor of Commerce in Accounting and Finance from the University of New South Wales, Sydney, Australia in 2015. Mr. Hui has experience in retail and food and beverage sectors over 5 years.

Save as disclosed above, Mr. Hui (i) does not hold any other major appointments and professional qualifications and has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other position with the Company or any of its subsidiaries; and (iii) does not have any relationships with any Directors, senior management, substantial Shareholders, or controlling Shareholders (as defined in the GEM Listing Rules) of the Company nor is he interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

As at the date of this announcement, Mr. Hui has entered into a letter of appointment with the Company for a term of 3 years and will be subject to retirement by rotation and re-election at least once every three years. Pursuant to the letter of appointment, Mr. Hui is entitled to receive a remuneration of HK\$180,000 per annum, which is determined by reference to the Company's remuneration policy and will be subject to review by the remuneration committee of the Board from time to time. Save as disclosed above, Mr. Hui is not entitled to any other emoluments.

Save for the information set out above, Mr. Hui is not aware of any other matters that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Mr. Jiang Qiaowei

Mr. Jiang, aged 27, graduated with a Bachelor of Computer Science from Susquehanna University, United States in 2016. Mr. Jiang also obtained a Master degree of Business Administration in Finance from LaSalle University, United States in 2018 and a degree of Bachelor of Public Policy Management from the Education University of Hong Kong in 2020.

Save as disclosed above, Mr. Jiang (i) does not hold any other major appointments and professional qualifications and has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other position with the Company or any of its subsidiaries; and (iii) does not have any relationships with any Directors, senior management, substantial Shareholders, or controlling Shareholders (as defined in the GEM Listing Rules) of the Company nor is he interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

As at the date of this announcement, Mr. Jiang has entered into a letter of appointment with the Company for a term of 3 years and will be subject to retirement by rotation and re-election at least once every three years. Pursuant to the letter of appointment, Mr. Jiang is entitled to receive a remuneration of HK\$180,000 per annum, which is determined by reference to the Company's remuneration policy and will be subject to review by the remuneration committee of the Board from time to time. Save as disclosed above, Mr. Jiang is not entitled to any other emoluments.

Save for the information set out above, Mr. Jiang is not aware of any other matters that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

The Board would like to take this opportunity to welcome Mr. Wong, Mr. Hui and Mr. Jiang to join the Board as executive Director and independent non-executive Director respectively.

CHANGE OF COMPLIANCE OFFICER

Following Ms. Lau Sze Yuen's resignation, she has also ceased to be the compliance officer of the Company (the "**Compliance Officer**") under Rule 5.19 of the GEM Listing Rules. The Board announces that with effect from 16 February 2021, Mr. Wong, the executive Director, has been appointed as the Compliance Officer.

CHANGE OF COMPANY SECRETARY

The Board announces that Mr. Ng Kun Seng Chris has tendered his resignation as the company secretary of the Company with effect from 16 February 2021.

Mr. Ng Kun Seng Chris has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Stock Exchange and/or the Shareholders.

The Board announces that Ms. Sun Shui ("**Ms. Sun**") has been appointed as the company secretary of the Company with effect from 16 February 2021.

Set out below is the biographical information of Ms. Sun.

Ms. Sun is a member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. Ms. Sun obtained an Honours Bachelor of Business Administration degree from University of Lincoln, a Master of Corporate Governance degree from The Hong Kong Polytechnic University and a Juris Doctor degree from City University of Hong Kong. Ms. Sun has over 20 years' experience in corporate secretarial, corporate governance and compliance matters.

The Board would like to take this opportunity to express its gratitude to Mr. Ng Kun Seng Chris for his valuable efforts and contribution to the Company during his tenure of service and welcome Ms. Sun in joining the Company.

CHANGE OF AUTHORISED REPRESENTATIVE

Following Mr. Ng Kun Seng Chris's resignation, he has also ceased to be the authorised representative of the Company (the "**Authorised Representative**") under Rule 5.24 of the GEM Listing Rules.

The Board announces that with effect from 16 February 2021, Ms. Sun has been appointed as the Authorised Representative under Rule 5.24 of the GEM Listing Rules.

By order of the Board
BCI Group Holdings Limited
Wong Kui Shing, Danny
Chief Executive Officer and Executive Director

Hong Kong, 16 February 2021

As at the date of this announcement, the executive Directors are Mr. Ng Shing Chun Ray and Mr. Wong Kui Shing, Danny and the independent non-executive Directors are Mr. Pong Chun Yu, Mr. Hui Wai Hung and Mr. Jiang Qiaowei.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange 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 "Latest Company Announcements" page of the GEM website at www.hkgem.com for a minimum period of seven days from the date of its publication and on the Company's website at www.bci-group.com.hk.