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MR. SZE CHING LAU

BCI Group Holdings Limited
高門集團有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8412)

JOINT ANNOUNCEMENT

- (1) CLOSE OF THE MANDATORY UNCONDITIONAL CASH OFFER BY SHENWAN HONGYUAN SECURITIES (H.K.) LIMITED FOR AND ON BEHALF OF MR. SZE CHING LAU TO ACQUIRE ALL THE ISSUED SHARES OF BCI GROUP HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH HIM);**
- (2) RESULTS OF THE OFFER;**
- (3) SETTLEMENT OF THE OFFER; AND**
- (4) PUBLIC FLOAT OF THE COMPANY**

Joint Financial Advisers to the Offeror



INCUCO Corporate Finance Limited



Shenwan Hongyuan Capital (H.K.) Limited

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

CLOSE OF THE OFFER

The Company and the Offeror jointly announce that the Offer made by Shenwan Hongyuan Securities (H.K.) Limited for and on behalf of the Offeror was closed at 4:00 p.m. on 16 February 2021 and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on 16 February 2021, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror had received 3 valid acceptances of the Offer in respect of a total of 80,000 Offer Shares (the “**Acceptance Shares**”), representing approximately 0.0083% of the total issued share capital of the Company as at the date of this joint announcement.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately following the Completion and before the commencement of the Offer, the Offeror and parties acting in concert with him (including Mr. Wong) were interested in a total of 530,700,000 Shares, representing approximately 55.28% of the total issued share capital of the Company as at the date of this joint announcement.

Immediately following the close of the Offer, taking into account the Acceptance Shares under the Offer, the Offeror and parties acting in concert with him are interested in an aggregate of 530,780,000 Shares, representing approximately 55.29% of the issued share capital of the Company as at the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately following the Completion and before the commencement of the Offer; and (ii) immediately following the close of the Offer and as at the date of this joint announcement:

	Immediately following the Completion and before the commencement of the Offer		Immediately following the close of the Offer and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
The Offeror and parties acting in concert with him				
The Offeror	371,520,000	38.70	371,600,000	38.71
Mr. Wong	<u>159,180,000</u>	<u>16.58</u>	<u>159,180,000</u>	<u>16.58</u>
	530,700,000	55.28	530,780,000	55.29
Public Shareholders	<u>429,300,000</u>	<u>44.72</u>	<u>429,220,000</u>	<u>44.71</u>
Total	<u><u>960,000,000</u></u>	<u><u>100.00</u></u>	<u><u>960,000,000</u></u>	<u><u>100.00</u></u>

Save as disclosed above, the Offeror and parties acting in concert with him (i) have not acquired or agreed to acquire any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company or any rights over the Shares during the Offer Period; or (ii) had not borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

SETTLEMENT OF THE OFFER

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty in respect of the acceptances of the Offer) payable for the Offer Shares tendered under the Offer have been, or will be, posted to the Shareholders who have already accepted the Offer (to the address specified in the Form of Acceptance) by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the date of receipt by the Registrar of the duly completed Form of Acceptance and all the relevant documents necessary to render the acceptance under the Offer complete, valid and in compliance with the Takeovers Code.

The latest date for posting of remittances for the amounts due in respect of valid acceptances received under the Offer is Thursday, 25 February 2021.

PUBLIC FLOAT OF THE SHARES

Immediately following the close of the Offer and as at the date of this joint announcement, subject to the completion of the transfer to the Offeror of the Acceptance Shares, 429,220,000 Shares, representing approximately 44.71% of the total issued share capital of the Company as at the date of this joint announcement, are held by the public (as defined under the GEM Listing Rules). Accordingly, as at the date of this joint announcement, the Company continues to satisfy the minimum public float requirement under Rule 11.23(7) of the GEM Listing Rules.

Mr. Sze Ching Lau

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

Hong Kong, 16 February 2021

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with him), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

The Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group), and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

This joint 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.bciigroup.com.hk.