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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) RESIGNATION OF DIRECTOR; (2) RE-DESIGNATION OF DIRECTOR; AND (3) CHANGE OF COMPLIANCE OFFICER

RESIGNATION OF DIRECTOR

The board (“**Board**”) of directors (“**Directors**”, and each a “**Director**”) of BCI Group Holdings Limited (“**Company**”, together with its subsidiaries collectively referred to as “**Group**”) announces that Mr. Wong Kui Shing Danny has resigned as executive director of the Company (“**Executive Director**”) and chief executive officer of the Company (“**CEO**”) with effect from the conclusion of the Board meeting held on 12 July 2021 due to his intention to devote more time to his other business engagement.

Mr. Wong Kui Shing Danny has confirmed that as at the date of this announcement, he has no disagreement with the Board and he is not aware of any matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to express its sincere gratitude to Mr. Wong Kui Shing Danny for his valuable contributions towards the Company during his tenure of office.

RE-DESIGNATION OF DIRECTOR

The Board also announces that Mr. Wong Chi Yung, non-executive director of the Company (“**Non-Executive Director**”) and chairman of the Board (“**Chairman**”), has been re-designated as Executive Director, Chairman and CEO with effect from the conclusion of the Board meeting held on 12 July 2021.

Mr. Wong Chi Yung, aged 37, has been appointed as Non-Executive Director and Chairman since 1 March 2021. He has extensive experience in accounting and corporate finance and is responsible for overseeing the Group’s corporate governance and guides the sustainable development of the Group. He obtained a bachelor degree of business administration in finance and management from The Hong Kong University of Science and Technology. He is currently an independent non-executive director of Polyfair Holdings Limited (stock code: 8532). He was an executive director (from April 2015 to July 2016) and a non-executive director (from July 2016 to June 2019) of China Information Technology Development Limited (stock code: 8178).

Mr. Wong Chi Yung has confirmed that as at the date of this announcement, save as disclosed above, he (i) does not hold any directorship in other publicly listed companies, whether in Hong Kong or other jurisdiction in the last three years; (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Rules Governing the Listing of Securities on GEM of the Stock Exchange (“**GEM Listing Rules**”)) of the Company; (iii) does not hold any position in the Company or any of its subsidiaries; (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Pursuant to the service agreement made between Mr. Wong Chi Yung and the Company, Mr. Wong Chi Yung has been appointed as Executive Director for a term of three years commencing from 12 July 2021 and is subject to retirement by rotation and re-election and other related provisions as stipulated in the articles of association of the Company and the GEM Listing Rules. Either party may terminate the agreement by giving not less than one month’s written notice to the other party. Mr. Wong Chi Yung is entitled to a remuneration of HK\$108,000 per month which has been fixed by the Board with reference to, including but not limited to, his duties, responsibilities, prevailing market conditions, the Company’s remuneration policy and remuneration benchmark relevant to other directors of listed companies of similar size and industry nature.

Save as disclosed above, there is no other matter in relation to the appointment of Mr. Wong Chi Yung that needs to be brought to the attention of the shareholders of the Company and there is no other information that is required to be disclosed pursuant to rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Pursuant to the code provision A.2.1 of the Corporate Governance Code contained in Appendix 15 (“**CG Code**”) of the GEM Listing Rules stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Accordingly, following the resignation of Mr. Wong Kui Shing Danny as CEO and replaced by Mr. Wong Chi Yung, there will be a deviation from the code provision A.2.1 by the Company as Mr. Wong Chi Yung is also the Chairman.

Notwithstanding the aforesaid deviation, the Board considers that the present structure will not impair the balance of power and authority between the Board and the management of the Group as the Board assumes collective responsibility on the decision-making process of the Company's business strategies and operation. Nevertheless, the Company will continue to review its operation and seek to re-comply with the code provision A.2.1 of the CG Code by splitting the roles of Chairman and CEO at a time when it is appropriate to increase the independence of corporate governance of the Group.

CHANGE OF COMPLIANCE OFFICER

Following his resignation as Executive Director, Mr. Wong Kui Shing Danny also ceased to be the compliance officer of the Company (“**Compliance Officer**”) under Rule 5.19 of the GEM Listing Rules, and Mr. Wong Chi Yung has been appointed as Compliance Officer to replace Mr. Wong Kui Shing Danny with effect from the conclusion of the Board meeting held on 12 July 2021.

By order of the Board
BCI Group Holdings Limited
Wong Chi Yung
Chairman and Executive Director

Hong Kong, 12 July 2021

As at the date of this announcement, the Executive Directors are Mr. Wong Chi Yung and Mr. Ng Shing Chun Ray, 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 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 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.bcgroupp.com.hk.