
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **BCI Group Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSALS IN RESPECT OF RE-ELECTION OF DIRECTORS AND GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of BCI Group Holdings Limited to be held at G/F., The Pemberton, 22-26 Bonham Strand, Sheung Wan, Hong Kong on Friday, 22 October 2021, at 10:30 a.m. or any adjournments of the meeting, at which a number of matters including the above proposals will be considered, is set out on pages 14 to 18 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM (i.e. at 10:30 a.m. on 20 October 2021) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment should you so wish.

This circular together with a form of proxy will remain on the website of the Stock Exchange at www.hkexnews.hk and the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least seven days from its date of publication and on the website of the Company at www.bcigroup.com.hk.

Following practical measures will be taken at the AGM to protect attendees from the risk of infection of COVID-19 including:

- compulsory temperature checks will be conducted on every attendees at the entrance of the venue and anyone with a body temperature of more than 37.3 degrees Celsius, or any individual who has any flu-like symptoms or is otherwise unwell will not be given access to the venue;
- compulsory wearing of surgical face masks before entering into the venue and throughout the AGM;
- any person who is subject to health quarantine order will be denied entry into, or be required to leave, the venue;
- seating at the AGM will be arranged so as to allow for appropriate social distancing. As a result, there will be limited capacity for Shareholders to attend the AGM; and
- no refreshments will be served and no souvenir will be distributed at the AGM.

The Company reminds the Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the resolutions, instead of attending the AGM in person.

Subject to the development of COVID-19, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company's website for further announcements and updates on the AGM arrangements.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	3
Re-election of Directors	4
General Mandate to Issue Shares and the Extension of Issue Mandate	5
General Mandate to Repurchase Shares.	5
AGM and Proxy Arrangement.	6
Closure of Register of Members	6
Recommendation	6
General Information	6
Responsibility Statement	7
APPENDIX I – BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION	8
APPENDIX II – EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE	11
NOTICE OF AGM	14

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at G/F., The Pemberton, 22-26 Bonham Strand, Sheung Wan, Hong Kong, on Friday, 22 October 2021, at 10:30 a.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice convening the AGM as set out on pages 14 to 18 of this circular
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Company
“Auditors”	the auditors of the Company
“Board”	the board of Directors
“CEO”	chief executive officer of the Company
“Chairman”	chairman of the Board
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	BCI Group Holdings Limited 高門集團有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM (stock code: 8412)
“Director(s)”	the director(s) of the Company
“Executive Director(s)”	the executive Director(s)
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange, as amended, supplemented and otherwise modified from time to time

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“INED(s)”	the independent non-executive Director(s)
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and otherwise deal with new Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	15 September 2021, being the latest practicable date prior to the printing of this circular for ascertaining the information contained in this circular
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM
“SFO”	the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers issued by the Securities and Futures Commission, as amended, supplemented, or otherwise modified from time to time
“%”	per cent.

LETTER FROM THE BOARD

BCI Group Holdings Limited 高門集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8412)

Executive Directors:

Mr. Wong Chi Yung (Chairman and CEO)

Mr. Ng Shing Chun Ray

INEDs:

Mr. Hui Wai Hung

Mr. Jiang Qiaowei

Mr. Pong Chun Yu

Registered office:

Windward 3, Regatta Office Park

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Floor 14, Bupa Centre

141 Connaught Road West

Sai Ying Pun

Hong Kong

20 September 2021

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS IN RESPECT OF
RE-ELECTION OF RETIRING DIRECTORS AND
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with AGM Notice and information regarding the resolutions to be proposed at the AGM relating to, inter alia, (i) the re-election of Directors; (ii) the granting of the Issue Mandate and the Extension Mandate; and (iii) the granting of the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to article 108 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation, provided that each Director (including those appointed for a specific term) will be subject to retirement by rotation at least once every three (3) years at the annual general meeting. The retiring Directors shall be eligible for re-election.

Pursuant to article 112 of the Articles, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election. Any Director appointed under this article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

Accordingly, Mr. Wong Chi Yung, Mr. Ng Shing Chun Ray, Mr. Hui Wai Hung, Mr. Jiang Qiaowei and Mr. Pong Chun Yu shall retire from office and, being eligible, will offer themselves for re-election at the AGM.

The Nomination Committee considered and assessed the suitability of the above retiring Directors, including the independency of those INEDs, for re-election in accordance with the Company's nomination policy. The Nomination Committee also took into account the structure and size of the Board as well as the various diversity aspects set out in the Company's board diversity policy.

Accordingly, the Board accepted the Nomination Committee's nomination and recommended the above retiring Directors to stand for re-election at the AGM. The Board considers that the re-election of the above retiring Directors is in the best interest of Company and Shareholders as a whole.

Each of the above retiring Directors has abstained from voting on his own nomination when it was being considered.

Biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES AND THE EXTENSION OF ISSUE MANDATE

At the AGM, ordinary resolution no. 4 will be proposed for the Shareholders to consider and, if thought fit, to grant a general mandate to the Directors to exercise all powers of the Company to allot, issue and deal with the new Shares up to a maximum of 20% of the total number of Shares in issue at the date of passing of the relevant resolution. As at the Latest Practicable Date, based on 998,800,000 Shares in issue, the maximum number of Shares to be allotted and issued pursuant to the Issue Mandate will be 199,760,000. The Issue Mandate shall expire upon the earlier of (i) the conclusion of the next annual general meeting of the Company, (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under the Companies Law or the Articles of Association; and (iii) the date upon which such authority given under the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders.

In addition, ordinary resolution no. 6 will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate those Shares repurchased pursuant to the Repurchase Mandate, if granted.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, ordinary resolution no. 5 will be proposed for the Shareholders to consider and, if thought fit, to grant a general mandate to the Directors to exercise all powers of the Company to repurchase issued and fully paid shares in the capital of the Company. Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the total number of Shares in issue at the date of passing of the relevant resolution. The Repurchase Mandate allows the Company to make repurchases only during the period ending on the earlier of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting of the Company's required to be held under the Company Laws or the Articles of Association; and (iii) the date upon which such authority given under the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders.

An explanatory statement as required under the GEM Listing Rules, giving all the requisite information which is reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate, is set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM AND PROXY ARRANGEMENT

The AGM Notice, which contains, inter alia, the resolutions to approve (i) the re-election of Directors; (ii) the granting of the Issue Mandate and the Extension Mandate to the Directors; (iii) the granting of the Repurchase Mandate to the Directors are set out on pages 14 to 18 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. at 10:30 a.m. on 20 October 2021) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment should you so wish.

Pursuant to rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement will be made by the Company on the results of the poll and will be published after the AGM in the manner prescribed under rule 17.47(5) of the GEM Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from Tuesday, 19 October 2021 to Friday, 22 October 2021, both dates inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the AGM, all Shares transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not later than 4:30 p.m. on Monday, 18 October 2021.

RECOMMENDATION

The Board considers that, inter alia, the proposed re-election of Directors and the granting of the Issue Mandate and the Extension Mandate and the Repurchase Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all resolutions to be proposed at the AGM as set out in the AGM Notice.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility for the accuracy of the information contained herein, 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 circular 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 circular misleading.

Yours faithfully,
By order of the Board
BCI Group Holdings Limited
Wong Chi Yung
Chairman and CEO

The biographical details of the Directors proposed to be re-elected at the forthcoming AGM are set out as follows:

EXECUTIVE DIRECTORS

Mr. Wong Chi Yung (王志勇), aged 38, was appointed as a non-executive Director and the Chairman on 1 March 2021 and has been re-designated as Executive Director, Chairman, CEO and compliance officer of the Company since 12 July 2021. Mr. Wong obtained a bachelor's degree of Business Administration in Finance and Management from the Hong Kong University of Science and Technology. He has extensive experience in accounting and corporate finance. He is currently an independent non-executive director of Polyfair Holdings Limited (stock code: 8532). He was a licensed representative under the SFO to carry out Type 6 regulated activity (advising on corporate finance) in INCU Corporate Finance Limited (from July 2016 to April 2021). He was also 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).

Pursuant to the service agreement made between Mr. Wong and the Company, he 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 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. He 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.

Mr. Ng Shing Chun Ray (吳承浚) formerly known as Ng Shing Fan Ray (吳繩芬), aged 50, has been appointed as an Executive Director since 2 November 2018 and a director of certain subsidiaries of the Company. Mr. Ng obtained a bachelor of laws degree and a diploma in legal practice from the University of Bristol, United Kingdom in June 1993 and October 1995, respectively. He was admitted as a solicitor in Hong Kong in December 1997. He started to operate and manage food and beverage, and entertainment companies since June 2008 and has over 12 years of experience in the food and beverage, and entertainment industries.

Pursuant to the service agreement made between Mr. Ng and the Company, He has been appointed as Executive Director for a term of three years commencing from 2 November 2018 and is subject to retirement by rotation and re-election and other related provisions as stipulated in the Articles of Association 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. He is entitled to a remuneration of HK\$33,000 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.

INEDs

Mr. Pong Chun Yu (龐振宇), aged 43, has been appointed as an INED since 22 January 2021. He is also the chairman of the Audit Committee and the Remuneration Committee, and a member of the Nomination Committee. Mr. Pong is an associate member of The Hong Kong Institute of Directors and fellow member of Hong Kong Institute Certified of Public Accountants. He is currently a consultant of Sun Entertainment Culture Limited, a company principally engaged in movie, concerts, music and artists management business. He was the financial controller of Sunny Side Up (Never) Limited, an indirect wholly owned subsidiary of Sun Entertainment Group Limited (stock code: 8082), from December 2016 to November 2018. He graduated from Hong Kong Baptist University in 2000 and received a bachelor's degree in Business Administration in Accounting.

Mr. Pong has entered into a service agreement with the Company for an initial term of three years commencing since 22 January 2021, unless being terminated in accordance with the respective terms in the service agreement. He is subject to retirement and re-election at the AGM in accordance with the Articles of Association or any other applicable laws from time to time. He is entitled to receive remuneration and emoluments in a total amount of HK\$180,000 as an INED per annum. His remuneration is determined by the Board with reference to his experience, qualifications, duties and responsibilities with the Company, and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Pong held 400,000 share options granted pursuant to the share option scheme adopted by the Company.

Mr. Hui Wai Hung (許維雄), aged 31, has been appointed as an INED since 16 February 2021. He is also a member of the Nomination Committee, the Audit Committee and the Remuneration Committee. Mr. Hui obtained a bachelor's degree of Commerce in Accounting and Finance from the University of New South Wales, Sydney, Australia in 2015. He has experience in retail and food and beverage sectors for over 5 years.

Mr. Hui has entered into a service agreement with the Company for an initial term of three years commencing since 16 February 2021, unless being terminated in accordance with the respective terms in the service agreement. He is subject to retirement and re-election at the AGM in accordance with the Articles of Association or any other applicable laws from time to time. He is entitled to receive remuneration and emoluments in a total amount of HK\$180,000 as an INED per annum. His remuneration is determined by the Board with reference to his experience, qualifications, duties and responsibilities with the Company and the prevailing market conditions.

APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

As at the Latest Practicable Date, Mr. Hui held 400,000 share options granted pursuant to the share option scheme adopted by the Company.

Mr. Jiang Qiaowei (蔣喬蔚), aged 27, has been appointed as an INED since 16 February 2021. He is also the chairman of the Nomination Committee, and a member of the Audit Committee and the Remuneration Committee. Mr. Jiang obtained a bachelor's degree of Computer Science from Susquehanna University, United States, in 2016. He also obtained a master's degree of Business Administration in Finance from LaSalle University, United States, in 2018, and a bachelor's degree of Public Policy Management from the Education University of Hong Kong in 2020.

Mr. Jiang has entered into a service agreement with the Company for an initial term of three years commencing since 16 February 2021, unless being terminated in accordance with the respective terms in the service agreement. He is subject to retirement and re-election at the AGM in accordance with the Articles of Association or any other applicable laws from time to time. He is entitled to receive remuneration and emoluments in a total amount of HK\$180,000 as an INED per annum. His remuneration is determined by the Board with reference to his experience, qualifications, duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Jiang held 400,000 Shares.

Each of Mr. Wong Chi Yung, Mr. Ng Shing Chun Ray, Mr. Pong Chun Yu, Mr. Hui Wai Hung and Mr. Jiang Qiaowei has confirmed that as at the Latest Practicable Date, 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 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.

Save as disclosed above, there are no other matters relating to the re-election of the abovenamed retiring Directors that need to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to the requirements of rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

This Appendix serves as an explanatory statement as required by the GEM Listing Rules to provide the Shareholders with requisite information necessary for them to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of shares in issue was 998,800,000 Shares. Subject to the passing of the resolution for approving the Repurchase Mandate and on the basis that no further Shares will be allotted and issued or repurchased prior to the AGM, the Company will be allowed to repurchase a maximum of 99,880,000 Shares under Repurchase Mandate, representing 10% of the issued Shares at the date of passing of such resolution.

REASONS FOR REPURCHASES

The Directors believe that granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

IMPACT ON THE COMPANY'S WORKING CAPITAL AND GEARING POSITION

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements for the financial year ended 31 May 2021 in the event that the Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

FUNDING OF REPURCHASES

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with its Articles of Association, the Companies Law and any other applicable laws, as the case may be. Under the Companies Law, any repurchases by the Company may be made either (1) out of profits of the Company; (2) out of the share premium account of the Company; (3) out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase; or (4) out of capital, if so authorised by the Articles of Association and subject to the provisions of the Companies Law. In the case of any premium payable over the par value of the Shares to be repurchased on the repurchase, such premium must be provided out of either or both of the profits of the Company or the share premium account of the Company, or out of capital, if so authorised by the Articles of Association and subject to the provisions of the Companies Law. In accordance with the Companies Law, the Shares so repurchased would remain part of the authorised but unissued share capital of the Company.

EFFECT OF THE EXERCISING THE REPURCHASE MANDATE

Upon the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interests in the voting rights of the Company increases, and such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Sze Ching Lau was interested in an aggregate of 371,600,000 Shares, representing approximately 37.20% of the issued Shares carrying voting rights. The percentage of shareholding of Mr. Sze Ching Lau will increase to approximately 41.34% of the issued Shares immediately following the full exercise of the Repurchase Mandate. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Saved as disclosed, the Directors are not aware of any consequences which would arise under the Takeovers Codes as a result of the exercise of the Repurchase Mandate.

The Directors also have no intention to exercise the Repurchase Mandate in full to such extent that will trigger any potential consequences under the Takeovers Codes or result in the number of Shares held by the public falling below the prescribed requirement.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous 12 month up to and including the Latest Practicable Date were as follows:

	Shares Price	
	Highest (HK\$)	Lowest (HK\$)
2020		
September	0.196	0.137
October	0.192	0.120
November	0.197	0.139
December	0.219	0.175
2021		
January	0.189	0.170
February	0.425	0.140
March	0.500	0.335
April	0.640	0.380
May	0.450	0.340
June	0.500	0.365
July	0.500	0.400
August	0.720	0.105
September (Up to the Latest Practicable Date)	0.250	0.041

No repurchase of Share has been made by the Company during the last 6 months immediately preceding the Latest Practicable Date.

DISCLOSURE OF INTERESTS

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries in the event that the Company is authorised to make repurchase of the Shares.

No core connected persons (as defined in the GEM Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, if the Repurchase Mandate is approved and exercised.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate to repurchase any Shares in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

NOTICE OF AGM

BCI Group Holdings Limited 高門集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8412)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of BCI Group Holdings Limited 高門集團有限公司 (“Company”) will be held at G/F., The Pemberton, 22-26 Bonham Strand, Sheung Wan, Hong Kong on Friday, 22 October 2021 at 10:30 a.m. for the purposes of consideration and, if thought fit, passing the following ordinary resolutions of the Company:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (“Directors”) and the auditors of the Company (“Auditors”) for the year ended 31 May 2021.
2.
 - (a) To re-elect Mr. Wong Chi Yung as an executive Director;
 - (b) To re-elect Mr. Ng Shing Chun Ray as an executive Director;
 - (c) To re-elect Mr. Hui Wai Hung as an independent non-executive Director;
 - (d) To re-elect Mr. Jiang Qiaowei as a independent non-executive Director;
 - (e) To re-elect Mr. Pong Chun Yu as an independent non-executive Director; and
 - (f) To authorise the board of Directors to fix the Directors’ remunerations.
3. To re-appoint BDO Limited as the Auditors for the year ending 31 May 2022 and to authorise the board of Directors to fix their remuneration.
4. **“THAT**
 - (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company or securities convertible into such shares, or options, warrants or similar rights to subscribe for any such shares, and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
 - (b) the approval given in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF AGM

- (c) the aggregate number of share allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors during the Relevant Period pursuant to the approval given in paragraph (a) of this resolution, otherwise than pursuant to:
- (i) a Rights Issue (as hereinafter defined);
 - (ii) any issue of shares in the Company upon exercise of the rights of subscription or conversion attaching to any warrants or convertible notes issued by the Company or any securities of the Company which carry rights to subscribe for or are convertible into shares of the Company;
 - (iii) the grant or exercise of any options under any share option scheme of the Company or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or
 - (iv) any scrip dividend or similar arrangements providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company pursuant to the articles of association of the Company in force from time to time;

shall not exceed 20% of the total number of shares of the Company in issue at the date of passing of this resolution and the said approval shall be limited accordingly;

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

NOTICE OF AGM

“**Rights Issue**” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the capital of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code in Share Buy-backs and subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the shares of the Company which may be repurchased by the Company pursuant to paragraph (a) of this resolution shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this resolution, and the approval shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF AGM

6. “**THAT** conditional upon the passing of resolutions numbered 4 and 5 set out in the notice convening the AGM, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to resolution numbered 4 set out in the notice convening the AGM be and is hereby extended by the addition to the aggregate number of the shares of the Company which may be allotted and issued by the Directors pursuant to such general mandate an amount representing the aggregate number of the shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 set out in the notice convening the AGM, provided that such amount shall not exceed 10% of the total number of share of the Company in issue at the date of passing of this resolution.”

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

Hong Kong, 20 September 2021

Notes:

- (1) A shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and together with a power of attorney or other authority (if any), under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not less than 48 hours before the appointed time for the holding the meeting (i.e. at 10:30 a.m. on 20 October 2021) or any adjournment thereof.
- (2) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (3) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) The register of members of the Company will be closed for a period commencing from 19 October 2021 to 22 October 2021, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on 18 October 2021.

NOTICE OF AGM

- (5) With regard to the resolutions 4 to 6 of the above notice, the Directors wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company.
- (6) Each of the above resolutions will be put to vote by way of a poll at the annual general meeting of the Company.
- (7) In view of the recent developments relating to COVID-19 infection, the Company strongly recommends the Shareholders intending to attend this meeting to vote by filling in and submitting the proxy form. i.e. to indicate their voting intention in the proxy form and designate the chairman of this meeting as your proxy to vote on your behalf on site. The form of proxy is despatched to Shareholders and can also be downloaded from the Stock Exchange's website at (www.hkexnews.hk) and the Company's website at (www.bcigroup.com.hk). To be valid, the form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting, as the case may be.

The Company will also take the following precautions and control measures at this meeting to protect the Shareholders from the risk of infection:

- compulsory temperature checks will be conducted on every attendees at the entrance of the venue and anyone with a body temperature of more than 37.3 degrees Celsius, or any individual who has any flu-like symptoms or is otherwise unwell will not be given access to the venue;
- compulsory wearing of surgical face masks before entering into the venue and throughout the AGM;
- any person who is subject to health quarantine order will be denied entry into, or be required to leave, the venue;
- seating at the AGM will be arranged so as to allow for appropriate social distancing. As a result, there will be limited capacity for Shareholders to attend the AGM; and
- no refreshments will be served and no souvenir will be distributed at the AGM.