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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 IN USE OF PROCEEDS AND (2) CHANGE OF AUTHORISED REPRESENTATIVES

CHANGE IN USE OF PROCEEDS

Reference is made to (i) the Prospectus relating to the Share Offer dated 24 March 2017; (ii) the 2018 Announcement; (iii) the 2021 Announcement; and (iv) the Interim Report.

The Company announced in the 2018 Announcement a change in the allocation of the unutilised net proceeds from the Share Offer. Further adjustments to the allocation of the unutilised net proceeds from the Share Offer of approximately HK\$10.4 million was announced in the 2021 Announcement and further set out in the Interim Report. Having regard to the prevailing circumstances, the Company has decided to make further adjustments to the allocation of the remaining Adjusted Net Proceeds.

The table below sets out the details of the allocation of the Adjusted Net Proceeds as described in the Interim Report, the utilisation of such Adjusted Net Proceeds as at the date of this announcement and the revised allocation of the unutilised Adjusted Net Proceeds:

Use of the Adjusted Net Proceeds	Original allocation of Adjusted Net Proceeds <i>HK\$ million</i>	Utilised Adjusted Net Proceeds <i>HK\$ million</i>	Unutilised Adjusted Net Proceeds <i>HK\$ million</i>	Revised allocation of unutilised Adjusted Net Proceeds <i>HK\$ million</i>
Continuing to expand and diversify the outlet network of the Group	18.8	15.5	3.3	-
Upgrading the club facilities of the Group	12.0	12.0	-	-
Increasing marketing effort of the Group	3.7	3.7	-	-
Enhancing corporate image of the Group	1.0	1.0	-	-
General working capital of the Group	8.2	8.2	-	3.3
	43.9	40.6	3.3	3.3

Reasons for changing the use of proceeds

The Group had unaudited cash and cash equivalents of HK\$3.4 million as at 30 November 2021. In addition, the operations and financial performance of the Group is expected to be negatively impacted by COVID-19 related restrictions of business on bars and clubs since January 2022. While revenue will invariably continue to be adversely affected, the Group will continue to incur necessary operating expenses. Accordingly, the Board considers that it would be appropriate to make available the residual net proceeds from Share Offer of approximately HK\$3.3 million (which was originally allocated to expanding and diversifying the outlet network of the Group) towards the general working capital of the Group.

CHANGE OF AUTHORISED REPRESENTATIVE

The Board announces that, due to personal work arrangements and intention to be more focus on handling the Group's business operations, Mr. Ng Shing Chun, an executive Director, has resigned as Authorised Representative with effect from 14 March 2022, but will continue to act as an executive Director.

Mr. Ng Shing Chun has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation as Authorised Representative that needs to be brought to the attention of the shareholders of the Company and/or the Stock Exchange.

The Board is pleased to announce that Mr. Wong Chi Yung, an executive Director, has been appointed as the Authorised Representative with effect from 14 March 2022.

DEFINITIONS

“Adjusted Net Proceeds”	the adjusted net proceeds after the change of use of proceeds from Share Offer as disclosed in 2021 Announcement
“Authorised Representative”	an authorised representative of the Company for the purpose of Rule 5.24 of the GEM Listing Rules and an authorised representative of the Company for accepting service of process or notice on behalf of the Company in Hong Kong as required under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Board”	the board of Directors
“Company”	BCI Group Holdings Limited 高門集團有限公司, a company incorporated in the Cayman Islands with limited liability, and the issued shares of which are listed on GEM of the Stock Exchange (stock code: 8412)
“Director(s)”	director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange, as amended, supplemented or otherwise modified from time to time

“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Interim Report”	interim report of the Company for the six months ended 30 November 2021
“Prospectus”	the prospectus of the Company dated 24 March 2017 relating to, among other things, the Share Offer and the listing of the Company’s shares on the GEM
“Share Offer”	the share offer as defined in the Prospectus
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“2018 Announcement”	the announcement of the Company dated 11 May 2018 relating to change of use of proceeds
“2021 Announcement”	the announcement of the Company dated 18 March 2021 relating to change of use of proceeds

By order of the Board
BCI Group Holdings Limited
Wong Chi Yung
Chairman of the Board and chief executive officer

Hong Kong, 14 March 2022

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

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 belief 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.bcigroup.com.hk.