

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

**APPENDIX 5**  
**FORMS RELATING TO LISTING**  
**FORM F**  
**THE GROWTH ENTERPRISE MARKET (GEM)**  
**COMPANY INFORMATION SHEET**

**Case Number:** 20170227-116067-0002

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

**Company name:** BCI Group Holdings Limited

**Stock code (ordinary shares):** 8412

This information sheet contains certain particulars concerning the above company (the “**Company**”) which is listed on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange of Hong Kong Limited (the “**Exchange**”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 6 April 2017.

**A. General**

Place of incorporation: The Cayman Islands

Date of initial listing on GEM: 7 April 2017

Name of Sponsor(s): Lego Corporate Finance Limited

Names of directors: **Executive directors:**  
Mr. Ng Shing Joe Kester (吳繩祖)  
Ms. Lau Sze Yuen (劉思婉)

**Non-executive director:**  
Mr. Kan Sze Man (簡士民)

**Independent non-executive directors:**  
Mr. Wong Sui Chi (黃瑞熾)  
Mr. Li Lap Sun (李立新)  
Mr. Ng Kwok Kei Sammy (伍國基)

Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Name	Number of Shares immediately following completion of the Capitalisation Issue and the Share Offer	Percentage of shareholding in our Company immediately following completion of the Capitalisation Issue and the Share Offer
	Aplus Concept Limited (“ <b>Aplus</b> ”) (Note 1)	371,520,000	46.44%

**THE STOCK EXCHANGE OF HONG KONG LIMITED**

(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

Mr. Ng Shing Joe Kester (" <b>Mr. Kester Ng</b> ") (Note 2)	371,520,000	46.44%
Ms. Louey Andrea Alice (Note 3)	371,520,000	46.44%
Phoenix Year Limited (" <b>Phoenix Year</b> ") (Note 4)	159,180,000	19.90%
CSI Properties Limited (" <b>CSI Properties</b> ") (Note 5)	159,180,000	19.90%
Mr. Chung Cho Yee Mico (" <b>Mr. Chung</b> ") (Note 6)	159,180,000	19.90%
Digisino Assets Limited (" <b>Digisino</b> ") (Note 6)	159,180,000	19.90%
Earnest Equity Limited (" <b>Earnest Equity</b> ") (Note 6)	159,180,000	19.90%

## Notes:

1. The entire issued share capital of Aplus is wholly-owned by Mr. Kester Ng.
2. Mr. Kester Ng is deemed to be interested in the same number of Shares held by Aplus under the Securities and Futures Ordinance (the "**SFO**").
3. Ms. Louey Andrea Alice is the spouse of Mr. Kester Ng. By virtue of the SFO, Ms. Louey Andrea Alice is deemed to be interested in the same number of Shares in which Mr. Kester Ng is deemed to be interested under the SFO.
4. The entire issued share capital of Phoenix Year is wholly-owned by CSI Properties.
5. CSI Properties is deemed to be interested in the same number of Shares held by Phoenix Year under the SFO.
6. Mr. Chung owns the entire interest of Digisino which in turn owns the entire interest in Earnest Equity. Earnest Equity and Mr. Chung own approximately 45.91% and 0.03% of the entire issued shares capital of CSI Properties respectively. Therefore, Mr. Chung, Digisino and Earnest Equity are deemed to be interested in the same number of Shares held by CSI Properties under SFO.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 31 May

Registered address: PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman, KY1-1108, Cayman Islands

Head office and principal place of business: Unit B, 24th Floor, Wyndham Place, 44 Wyndham Street, Central, Hong Kong

Web-site address (if applicable): [www.bcigroup.com.hk](http://www.bcigroup.com.hk)

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

Share registrar: **Principal share registrar and transfer office in the Cayman Islands:**  
 Estera Trust (Cayman) Limited  
 PO Box 1350, Clifton House,  
 75 Fort Street, Grand Cayman,  
 KY1-1108, Cayman Islands

**Hong Kong branch share registrar and transfer office:**  
 Boardroom Share Registrars (HK) Limited  
 31/F, 148 Electric Road,  
 North Point, Hong Kong

Auditors: BDO Limited

**B. Business activities**

*(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)*

The Company and its subsidiaries are a food and beverage and entertainment group based in Hong Kong that owns and operates two night entertainment clubs, namely Volar and Fly; and three restaurants focusing on Japanese-style curry dishes under our proprietary "Tiger" brand.

**C. Ordinary shares**

Number of ordinary shares in issue: 800,000,000

Par value of ordinary shares in issue: HK\$0.01 each

Board lot size (in number of shares): 10,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

**D. Warrants**

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A  
*(Not applicable if the warrant is denominated in dollar value of conversion right)*

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

**E. Other securities**

Details of any other securities in issue.  
*(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).*

*(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).*

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

---

**Responsibility statement**

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
 (A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

\_\_\_\_\_  
 Ng Shing Joe Kester

\_\_\_\_\_  
 Lau Sze Yuen

\_\_\_\_\_  
 Kan Sze Man

\_\_\_\_\_  
 Wong Sui Chi

\_\_\_\_\_  
 Li Lap Sun

\_\_\_\_\_  
 Ng Kwok Kei Sammy

**NOTES**

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*