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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)

ANNOUNCEMENT PURSUANT TO RULE 17.20 OF THE GEM LISTING RULES

This announcement is made by BCI Group Holdings Limited (the “**Company**”) pursuant to Rule 17.20 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). The board of directors (the “**Board**”) of the Company announces that on 7 November 2017, the Company, as borrower, entered into a banking facilities letter (the “**Facilities Letter**”) with Hang Seng Bank Limited (the “**Lender**”) for a term loan facility of HK\$10,000,000 and two revolving loans in the aggregate amount of HK\$38,000,000 (collectively, the “**Facilities**”).

The availability of the Facilities are subject to, among other things, the Lender’s periodic review and the Lender’s overriding right of repayment on demand, including the right to call for cash cover on demand for prospective and contingent liabilities. The Lender shall have an unrestricted discretion to cancel or suspend, or determine whether or not to permit drawings in relation to, the Facilities.

The term loan facility shall be repayable in full at the maturity date of 36 months from the date of drawdown and the revolving loans under the facility shall be repayable in full on the maturity date of such loans unless the Lender allows for a rollover.

Pursuant to the terms of the Facilities Letter, among other things, (i) Mr. Ng Shing Joe Kester (“**Mr. Kester Ng**”) and Ms. Louey Andrea Alice, spouse of Mr. Kester Ng, shall collectively hold not less than 30% of the entire issued capital of the Company during the term of the Facilities Letter; and (ii) the market capitalisation of the Company shall not be less than HK\$140,000,000 for more than three consecutive trading days. As at the date of this announcement, (i) Mr. Kester Ng ultimately holds approximately 46.44% of the entire issued share capital of the Company; and (ii) the market capitalisation of the Company is approximately HK\$193,600,000.

The Company will continue to comply with the disclosure obligations under Rule 17.23 of the GEM Listing Rules in its subsequent quarterly, interim and annual reports for so long as circumstance giving rise to the above obligations continue to exist.

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

Hong Kong, 7 November 2017

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

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 website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the website of the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited at www.hkgem.com on the “Latest Listed Company Information” page for at least 7 days from the date of its posting. This announcement will also be published on the Company’s website at www.bcigroup.com.hk.