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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)**

### **CLARIFICATION ANNOUNCEMENT IN RELATION TO ANNUAL REPORT FOR THE YEAR ENDED 31 MAY 2017**

Reference is made to the annual report of BCI Group Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) dated 18 August 2017 for the year ended 31 May 2017 (the “**Annual Report**”). Unless otherwise defined, capitalized terms used herein has the same meaning as those defined in the Annual Report.

Further to the information disclosed in the Annual Report, the Company wishes to provide the following supplemental information regarding the controlling shareholders of the Company. The paragraph headed “**DIRECTORS’ INTERESTS IN A COMPETING BUSINESS**” on page 56 of the Annual Report shall be replaced as follows:

#### **“DIRECTORS’ AND CONTROLLING SHAREHOLDERS’ INTERESTS IN A COMPETING BUSINESS**

During the year ended 31 May 2017 and up to the date of this report, save as the directorship of Mr. Kan Sze Man, a non-executive Director, in Surplus King Hotel Enterprises Limited (a company incorporated in Hong Kong) which is principally engaged in the operation of a hotel including an all-day dining restaurant and a bar, the Directors, including the Independent Non-executive Directors, are not aware of any business or interest of the directors, the management of the Company and their respective close associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest which any such person had or might have with the Group.

On 14 March 2017, Aplus Concept Limited and Mr. Ng Shing Joe Kester (collectively the “**Controlling Shareholders**”) have entered into with and in favour of the Company (for itself and as trustee for its subsidiaries) the deed of non-competition (the “**Deed of Non-competition**”). The Company has received an annual declaration from the Controlling Shareholders in respect of their full compliance with the terms of the Deed of Non-competition. The Independent non-executive Directors have also reviewed on behalf of the Company the compliance with the Deed of Non-competition and are satisfied that the Controlling Shareholders have fully complied with the terms of the Deed of Non-competition.”

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

Hong Kong, 5 February 2018

*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 Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) of the Stock Exchange 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.*

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