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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)**

### **VOLUNTARY ANNOUNCEMENT FINANCIAL ASSISTANCE FROM CONTROLLING SHAREHOLDER**

The Board is pleased to announce that on 27 May 2019, the Shareholder’s Loan Agreement was entered into between Mr. Ng as the lender and the Company as the borrower, pursuant to which the lender has agreed to make available to the Company an unsecured revolving loan facility of up to HK\$20,000,000.

As at the date of this announcement, the lender held approximately 46.44% of the issued share capital of the Company in aggregate and is an executive Director and the controlling shareholder of the Company and is therefore a connected person of the Company. Accordingly, the Shareholder’s Loan Agreement constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules. However, the Board considers that as (i) the Shareholder’s Loan Agreement has been entered into after arm’s length negotiations between the Company and the lender and determined on normal commercial terms or better; and (ii) the Loan is not secured by any assets of the Group, the Loan is fully exempted from the shareholder’s approval, annual review and all disclosure requirements under Rule 20.88 of the GEM Listing Rules.

This announcement is made by the Company on a voluntary basis.

The Board is pleased to announce that on 27 May 2019, the Shareholder’s Loan Agreement was entered into between Mr. Ng as lender and the Company as the borrower, pursuant to which the lender has agreed to make available to the Company an unsecured revolving loan facility of up to HK\$20,000,000 (the “**Loan**”). The principal terms of the Shareholder’s Loan Agreement are set out as follows:

#### **THE SHAREHOLDER’S LOAN AGREEMENT**

Date:	27 May 2019
Lender:	Mr. Ng
Borrower:	the Company
Loan amount:	up to HK\$ 20,000,000

Interest rate:	4.48% per annum, payable annually, within 14 days from 1 <sup>st</sup> of January of each calendar year
Availability period:	the period commencing on the date of the Shareholder's Loan Agreement and ending on the second anniversary of the date of the Shareholder's Loan Agreement
Maturity date:	the second anniversary of the first drawdown date (or such later dates as may be agreed by the lender and the Company)
Security or guarantee:	Nil

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE SHAREHOLDER'S LOAN AGREEMENT**

The Directors (including the independent non-executive Directors) consider that the Loan will be used for general working capital (including but not limited to investment in new restaurants) of the Group.

The Directors (including the independent non-executive Directors) are of the view that the Shareholder's Loan Agreement has been entered into after arm's length negotiations on normal commercial terms or better, and are fair and reasonable and in the interest of the Shareholders as a whole.

## **GEM LISTING RULES IMPLICATIONS**

As at the date of this announcement, the lender held approximately 46.44% of the issued share capital of the Company in aggregate and is an executive Director and the controlling shareholder of the Company and is therefore a connected person of the Company. Accordingly, the Shareholder's Loan Agreement constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules. However, the Board considers that as (i) the Shareholder's Loan Agreement has been entered into after arm's length negotiations between the Company and the lender and determined on normal commercial terms or better; and (ii) the Loan is not secured by any assets of the Group, the Loan is fully exempted from the shareholder's approval, annual review and all disclosure requirements under Rule 20.88 of the GEM Listing Rules.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in Shares.**

## **DEFINITIONS**

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

"Board"	the Board of Directors
"Company"	BCI Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
"connected person(s)"	has the meaning ascribed to it under the GEM Listing Rules
"controlling shareholder(s)"	has the meaning ascribed to it under the GEM Listing Rules
"Director(s)"	the director(s) of the Company
"GEM"	the GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Group"	the Company and its subsidiaries
"HK\$"	Hong Kong dollars, the lawful currency of Hong Kong

“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Mr. Ng”	Mr. Ng Shing Joe Kester, an executive Director and a chairman of the Board, the founder of the Group and a controlling shareholder of the Company
“Shareholder’s Loan Agreement”	a shareholder’s loan agreement dated 27 May 2019 entered into between Mr. Ng as the lender and the Company as the borrower
“Shareholder(s)”	shareholder(s) of the Company

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

Hong Kong, 27 May 2019

*As at the date of this announcement, the executive Directors are Mr. Ng Shing Joe Kester, Ms. Lau Sze Yuen and Mr. Ng Shing Chun Ray, 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 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.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” 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](http://www.bcigroup.com.hk).*