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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)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM”) of BCI Group Holdings Limited 高門集團有限公司 (“**Company**”) will be held at 2/F., 35-45B Bonham Strand, Sheung Wan, Hong Kong on 14 November 2022 at 11:00 a.m. for the purposes of consideration and, if thought fit, passing the following ordinary and special resolutions of the Company:

### ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (“**Directors**”) and the auditor of the Company (“**Auditor**”) for the year ended 31 May 2022.
2.
  - (a) To re-elect Mr. Ng Shing Chun Ray as an executive Director;
  - (b) To re-elect Ms. Lui Lok Yan as an executive Director;
  - (c) To re-elect Mr. Pong Chun Yu as an independent non-executive Director; and
  - (d) To authorise the board of Directors to fix the Directors’ remunerations.
3. To re-appoint BDO Limited as the Auditor for the year ended 31 May 2023 and to authorise the board of Directors to fix its remuneration.

4. “**THAT**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company or securities convertible into such shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which may require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of share allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors during the Relevant Period pursuant to the approval given in paragraph (a) of this resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) any issue of shares in the Company upon exercise of the rights of subscription or conversion attaching to any warrants or convertible notes issued by the Company or any securities of the Company which carry rights to subscribe for or are convertible into shares of the Company;
  - (iii) the grant or exercise of any options under any share option scheme of the Company or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or
  - (iv) any scrip dividend or similar arrangements providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company pursuant to the articles of association of the Company in force from time to time;

shall not exceed 20% of the total number of shares of the Company in issue at the date of passing of this resolution and the said approval shall be limited accordingly;

(d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the capital of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Buy-backs and, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the shares of the Company which may be repurchased by the Company pursuant to paragraph (a) of this resolution shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this resolution, and the approval shall be limited accordingly;

- (c) subject to the passing of each of the paragraphs (a) and (b) of this resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** conditional upon the passing of resolutions numbered 4 and 5 set out in the notice convening the AGM, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to resolution numbered 4 set out in the notice convening the AGM be and is hereby extended by the addition to the aggregate number of the shares of the Company which may be allotted and issued by the Directors pursuant to such general mandate an amount representing the aggregate number of the shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 set out in the notice convening the AGM, provided that such amount shall not exceed 10% of the total number of share of the Company in issue at the date of passing of this resolution.”

7. “**THAT** subject to and conditional upon the granting of approval by the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares (as defined below) of the Company

- (a) with effect from the second trading day of the Stock Exchange immediately following the date on which this resolution is passed or the date at which the above condition is fulfilled (whichever is the later), every twenty (20) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) ordinary share of HK\$0.20 (each a “**Consolidated Share**”), such Consolidated Shares ranking *pari passu* in all respects with each other (“**Share Consolidation**”); and

- (b) the board of directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as it considers necessary, desirable or expedient to give effect to the Share Consolidation.”

## **SPECIAL RESOLUTIONS**

8. **“THAT**

- (a) the proposed amendments (**“Proposed Amendments”**) to the existing memorandum and articles of association of the Company, the details of which are set forth in Appendix III to the circular of the Company dated 20 October 2022 (**“Circular”**), be and are hereby approved; and
- (b) the amended and restated memorandum and articles of association of the Company (incorporating the Proposed Amendments) in the form of the document marked “A” and produced to this meeting and for the purpose of identification initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company with immediate effect.”

9. **“THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “BCI Group Holdings Limited” to “New Amante Group Limited” and the dual foreign name in Chinese of the Company be changed from “高門集團有限公司” to “新愛德集團有限公司” (**“Change of Company Name”**) with effect from the date of entry of the new English name and new dual foreign name in Chinese of the Company in place of the existing English name and dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands, and that any one director or the company secretary of the Company be and are hereby authorised to do all such acts and things and execute all such documents as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and the corresponding change in the stock short names for trading of the Shares on the Stock Exchange, the new logo and website address of the Company, and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board  
**BCI Group Holdings Limited**  
**Wong Chi Yung**  
*Chairman and CEO*

Hong Kong, 20 October 2022

*Notes:*

- (1) A shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company to vote in his/her stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and together with a power of attorney or other authority (if any), under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not less than 48 hours before the appointed time for the holding the meeting (i.e. at 11:00 a.m. on 12 November 2022) or any adjournment thereof.
- (2) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (3) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) The register of members of the Company will be closed for a period from 9 November 2022 to 14 November 2022, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on 8 November 2022.
- (5) With regard to the resolutions 4 to 6 of the above notice, the Directors wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company.
- (6) Each of the above resolutions will be put to vote by way of a poll at the AGM.
- (7) In view of the recent developments relating to COVID-19 infection, the Company strongly recommends the Shareholders intending to attend this meeting to vote by filling in and submitting the proxy form. i.e. to indicate their voting intention in the proxy form and designate the chairman of this meeting as your proxy to vote on your behalf on site. The form of proxy is despatched to Shareholders and can also be downloaded from the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.bcigroup.com.hk](http://www.bcigroup.com.hk). To be valid, the form of proxy must be deposited at the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting, as the case may be.

- (8) If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in force in Hong Kong at 9:00 a.m. on the date of the AGM, the AGM will be automatically postponed. The Company will post an announcement on the websites of the Company and the Stock Exchange to notify Shareholders of the date, time and place of the rescheduled meeting.

The Company will also take the following precautions and control measures at this meeting to protect the Shareholders from the risk of infection:

- compulsory temperature checks will be conducted on every attendee at the entrance of the venue and anyone with a body temperature of more than 37.3 degrees Celsius, or any individual who has any flu-like symptoms or is otherwise unwell will not be given access to the venue;
- compulsory wearing of surgical face masks before entering into the venue and throughout the AGM;
- any person who is subject to health quarantine order will be denied entry into, or be required to leave, the venue;
- seating at the AGM will be arranged so as to allow for appropriate social distancing. As a result, there will be limited capacity for Shareholders to attend the AGM; and
- no refreshments will be served, and no souvenir will be distributed at the AGM.

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

*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 Listed Company Announcements” page of the Stock Exchange’s website for at least 7 days from the date of its publication. This announcement will also be published on the Company’s website at <http://www.bcigroup.com.hk>.*