

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this announcement, 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 announcement.

This announcement appears for information only and does not constitute an invitation or offer to accept, purchase or subscribe for any securities of the Company.

BCI Group Holdings Limited

高門集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8412)

PROPOSED CHANGE OF COMPANY NAME AND PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

PROPOSE CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “BCI Group Holdings Limited” to “New Amante Group Limited” and the dual foreign name in Chinese of the Company from “高門集團有限公司” to “新愛德集團有限公司”.

PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board also proposes to adopt the Amended and Restated the Memorandum and Articles of Association to reflect the changes of the relevant laws of the Cayman Islands, the GEM Listing Rules, and other miscellaneous, consequential and housekeeping changes.

GENERAL

The Company will seek the Shareholders’ approval by way of special resolutions for the Change of Company Name and the Amended and Restated Memorandum and Articles of Association at the AGM, and hence approval of the Registrar of Companies in the Cayman Islands on such matters.

Further details of, *inter alias*, the Change of Company Name, the adoption of the Amended and Restated Memorandum and Articles of Association and a notice of the AGM will be contained in a circular which is expected to be despatched to the Shareholders on or about 20 October 2022.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “BCI Group Holdings Limited” to “New Amante Group Limited” and the dual foreign name in Chinese of the Company from “高門集團有限公司” to “新愛德集團有限公司”.

Conditions of the Change of Company Name

The Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders to approve the Change of Company Name at the AGM; and
- (ii) the approval of the Registrar of Companies in the Cayman Islands having been obtained for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new English name and the new dual foreign name in Chinese 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. The Registrar of Companies in the Cayman Islands shall then issue a certificate of incorporation on change of name.

The relevant filings with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution to approve the Change of Company Name at the AGM.

Thereafter, the Company will carry out all necessary registration and/or filing procedures with the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

The Company is an investment holding company principally engaged in club, entertainment and restaurant businesses in Hong Kong through its subsidiaries.

The Board considers that the proposed new names of the Company will provide a new corporate image of the Company and better reflects the Group's aspirations. Accordingly, the Board believes that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Effects of the Change of Company Name

The Change of Company Name will not affect any rights of the existing Shareholders. All existing share certificates of the Company in issue bearing the present name of the Company shall, after the Change of Company Name becoming effective, continue to be evidence of title to such Shares and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the exchange of the existing share certificates for new certificates bearing the new names of the Company.

Once the Change of Company Name becomes effective, any issue of share certificates thereafter will be in the new names of the Company. Subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange will also be changed after the Change of Company Name becomes effective.

The Company will announce the poll results of the AGM, the effective date of the Change of Company Name, the corresponding change in the stock short names for trading of the Shares on the Stock Exchange, and the new logo and website address of the Company as and when appropriate.

PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board also proposes to adopt the Amended and Restated Memorandum and Articles of Association to reflect the changes of the relevant laws of the Cayman Islands, the GEM Listing Rules, and other miscellaneous, consequential and housekeeping changes.

The proposed adoption of the Amended and Restated Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the AGM.

The Board believes that the adoption of the Amended and Restated Memorandum and Articles is in the interests of the Company and the Shareholders as a whole.

GENERAL

The Company will seek the Shareholders' approval by way of special resolutions for the Change of Company Name and the adoption of the Amended and Restated Memorandum and Articles of Association at the AGM, and hence approval of the Registrar of Companies in the Cayman Islands on such matters.

Further details of, *inter alias*, the Change of Company Name, the adoption of the Amended and Restated Memorandum and Articles of Association and a notice of the AGM will be contained in a circular which is expected to be despatched to the Shareholders on or about 20 October 2022.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“AGM”	the annual general meeting of the Company to be convened and held on 14 November 2022 for the purpose of considering and, if thought fit, <i>inter alias</i> , approving the Change of Company Name and the adoption of Amended and Restated Memorandum and Articles of Association
“Amended and Restated Memorandum and Articles of Association”	an amended and restated memorandum and articles of association of the Company to replace the existing amended and restated memorandum and articles of association of the Company to be approved at the AGM
“Board”	the board of Directors
“Company”	BCI Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Change of Company Name”	the proposed change of the English name of the Company from “BCI Group Holdings Limited” to “New Amante Group Limited” and the dual foreign name in Chinese of the Company from “高門集團有限公司” to “新愛德集團有限公司”
“Director(s)”	the director(s) of the Company

“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
BCI Group Holdings Limited
Wong Chi Yung
Chairman of the Board and chief executive officer

Hong Kong, 12 October 2022

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.

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.bci-group.com.hk>.