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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following terms and expressions have the meanings set out below.*

“Accountant’s Report”	the report of our reporting accountant, the text of which is set out in Appendix I to this prospectus
“Ace Gain”	Ace Gain Limited, a company incorporated in Hong Kong with limited liability on 5 May 2016 and an indirect wholly-owned subsidiary of our Company
“affiliate(s)”	any other persons, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Aplus”	APLUS CONCEPT LIMITED, a company incorporated in the BVI with limited liability on 2 January 2013, which is wholly and beneficially owned by Mr. Kester Ng and a Controlling Shareholder
“Application Form(s)”	<b>WHITE</b> Application Form(s) and <b>YELLOW</b> Application Form(s) or where the context so requires, any of them that are used in connection with the Public Offer
“Application Lists”	the application lists used in the Public Offer
“Articles” or “Articles of Association”	the articles of association of our Company adopted by resolutions of our Shareholders on 14 March 2017 to take effect on the Listing Date, as amended from time to time, a summary of which is set out in Appendix V to this prospectus
“Bannock Holdings”	BANNOCK HOLDINGS LIMITED, a company incorporated in the BVI with limited liability on 4 February 2014 and an indirect wholly-owned subsidiary of our Company
“BCI Group (BVI)”	BCI Group Holdings (BVI) Limited (formerly known as ALPHA SYSTEM INVESTMENTS LIMITED and Buzz Concepts International Holdings Limited), a company incorporated in the BVI with limited liability on 6 February 2013 and a direct wholly-owned subsidiary of our Company
“BCI Group (HK)”	BCI Group Enterprises Limited (formerly known as Solar Fortune Limited (饒昇有限公司) and Buzz Concepts International Limited), a company incorporated in Hong Kong with limited liability on 28 November 2012 and an indirect wholly-owned subsidiary of our Company
“Board” or “Board of Directors”	the board of Directors
“business day(s)”	any day(s) (other than a Saturday, a Sunday or public holiday in Hong Kong) on which licensed banks in Hong Kong are generally open for normal banking business
“Buzz Concepts Management”	Buzz Concepts Management (H.K.) Limited, a company incorporated in Hong Kong with limited liability on 17 February 2014 and an indirect wholly-owned subsidiary of our Company
“BVI”	the British Virgin Islands

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“CAGR”	compound annual growth rate
“Capitalisation Issue”	the issue of Shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of our Company as referred to in “Further information about our Company and our subsidiaries — 3. Resolutions in writing of the Shareholders passed on 14 March 2017” in Appendix IV to this prospectus
“CASH”	Composers and Authors Society of Hong Kong Limited
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Operational Procedures”	the operational procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to the operations and functions of CCASS, as from time to time in force
“CCASS Participant”	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	the People’s Republic of China which, for the purpose of this prospectus, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan, unless otherwise specified
“City Silver”	City Silver Limited, a company incorporated in Hong Kong with limited liability on 12 October 2013 and an indirect non-wholly owned subsidiary of our Company
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies Law” or “Cayman Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	BCI Group Holdings Limited (高門集團有限公司), a company incorporated in the Cayman Islands on 19 May 2016 as an exempted company with limited liability
“Controlling Shareholder(s)”	Mr. Kester Ng and Aplus
“Crown Grand”	Crown Grand Limited, a company incorporated in Hong Kong with limited liability on 20 November 2014 and an indirect wholly owned subsidiary of our Company

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“CSI Properties”	CSI Properties Limited (formerly known as Ocean Information Holdings Limited, DCP Holdings Limited and Capital Strategic Investment Limited), a company incorporated in Bermuda with limited liability on 17 December 1991 whose shares are listed on the Main Board of the Stock Exchange (stock code: 497) and a substantial shareholder of our Company
“Deed of Indemnity”	the deed of indemnity dated 14 March 2017 and executed by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for our subsidiaries), particulars of which are set out in “Other information — 16. Estate duty, tax and other indemnities” in Appendix IV to this prospectus
“Deed of Non-competition”	the deed of non-competition undertaking dated 14 March 2017 and executed by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for our subsidiaries), particulars of which are set out in “Relationship with Controlling Shareholders — Deed of Non-competition”
“Director(s)”	the director(s) of our Company
“electronic application instruction(s)”	instruction given by a CCASS Participant electronically via CCASS to HKSCC, being one of the methods to apply for the Public Offer Shares
“Etchers Entertainment”	Etchers Entertainment Ltd, a company incorporated in the BVI with limited liability on 30 May 2013, a Shareholder directly holding approximately 1.0% Shares upon completion of the Share Offer (assuming the options granted or to be granted under the Share Option Scheme are not exercised) and an Independent Third Party
“Fly”	Fly, a night entertainment club situated at G/F, 24-30 Ice House Street, Central, Hong Kong and operating under Grand Diamond
“F&S Report”	an industry expert report commissioned by our Company and prepared by Frost & Sullivan
“Frost & Sullivan”	Frost & Sullivan Limited, a market research and consulting company and an Independent Third Party
“GDP”	gross domestic product
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“Grand Diamond”	Grand Diamond Limited (浩鑽有限公司), a company incorporated in Hong Kong with limited liability on 13 February 2008 and an indirect wholly-owned subsidiary of our Company
“Group Best (BVI)”	Group Best Investment Holdings Limited, a company incorporated in the BVI with limited liability on 26 April 2013 and an indirect wholly-owned subsidiary of our Company

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“Group Best (HK)”	Group Best Investment Limited (聯倡投資有限公司), a company incorporated in Hong Kong with limited liability on 9 July 2004 and an indirect wholly-owned subsidiary of our Company
“Group”, “our Group”, “us” or “we”	our Company and our subsidiaries or any of them, or where the context so requires, in respect of the period prior to our Company becoming the holding company of our present subsidiaries, such subsidiaries or the business which have since been acquired or carried on by them or their predecessors for the time being
“HK Government”	the Government of Hong Kong
“HK\$”, “HKD” or “Hong Kong dollar(s)”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKASs”	Hong Kong Accounting Standards
“HKFRSs”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HK” or “Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HKRIA”	Hong Kong Recording Industry Alliance Limited
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong Branch Share Registrar”	Boardroom Share Registrars (HK) Limited
“Independent Third Party(ies)”	person(s) or company(ies) which, to our Directors’ best knowledge, information and belief, having made all reasonable enquiries, is/are not a connected person(s) of our Company
“Jet Top”	Jet Top Investment Limited (卓德投資有限公司), a company incorporated in Hong Kong with limited liability on 9 April 2013, a Shareholder directly holding approximately 1.29% Shares upon completion of the Share Offer (assuming the options granted or to be granted under the Share Option Scheme are not exercised) and an Independent Third Party
“Joint Ace”	Joint Ace Limited, a company incorporated in Hong Kong with limited liability on 18 March 2015 and an indirect wholly-owned subsidiary of our Company
“Joint Lead Managers”	Lego Securities Limited and Great Roc Capital Securities Limited

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“Jubilee Success”	JUBILEE SUCCESS INVESTMENTS LIMITED, a company incorporated in the BVI with limited liability on 23 June 2016, which is wholly and beneficially owned by Ms. Li Ka Kay, an Independent Third Party, and a Pre-IPO Investor which will directly hold approximately 4.5% Shares upon completion of the Share Offer (assuming the options granted or to be granted under the Share Option Scheme are not exercised)
“kg”	kilogramme
“Lan Kwai Fong”	a night entertainment area in Central which mainly consists of restaurants, clubs and bars along D’Aguilar Street and Lan Kwai Fong
“Latest Practicable Date”	15 March 2017, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information contained in this prospectus
“Legend Vision”	Legend Vision Limited (新順成有限公司), a company incorporated in Hong Kong with limited liability on 8 April 2015 and an indirect wholly-owned subsidiary of our Company
“Lego Corporate Finance” or “Sponsor”	Lego Corporate Finance Limited, a corporation licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO, acting as the sponsor of the Share Offer
“Listing”	the listing of the Shares on GEM
“Listing Date”	the date on which dealings in the Shares first commence on GEM, which is expected to be 7 April 2017
“Listing Division”	the listing division of the Stock Exchange
“Litton Global”	LITTON GLOBAL LIMITED, a company incorporated in the BVI with limited liability on 4 February 2014 and an indirect wholly-owned subsidiary of our Company
“Lively World”	LIVELY WORLD LIMITED, a company incorporated in the BVI with limited liability on 2 January 2015 and an indirect wholly-owned subsidiary of our Company
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM and which, for the avoidance of doubt, excludes GEM
“MTR”	mass transit railway in Hong Kong
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, as amended from time to time
“Mr. Kester Ng”	Mr. Ng Shing Joe Kester, the chairman of our Board, an executive Director and a Controlling Shareholder

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“Offer Price”	the final Hong Kong dollar price per Offer Share (exclusive of brokerage fee, SFC transaction levy and Stock Exchange trading fee) at which the Offer Shares are to be subscribed for pursuant to the Share Offer, as further described in “Structure and Conditions of the Share Offer — Pricing — Determining the Offer Price”
“Offer Shares”	the Public Offer Shares and the Placing Shares
“Perfect King”	PERFECT KING INVESTMENTS LIMITED (佳皇投資有限公司), a company incorporated in the BVI with limited liability on 4 January 2016, which is wholly and beneficially owned by Mr. Kam Tik Lun, an Independent Third Party, and a Pre-IPO Investor which will directly hold approximately 1.88% Shares upon completion of the Share Offer (assuming the options granted or to be granted under the Share Option Scheme are not exercised)
“Phoenix Year”	PHOENIX YEAR LIMITED, a company incorporated in the BVI with limited liability on 9 January 2013, which is wholly and beneficially owned by CSI Properties and a substantial shareholder of our Company
“Placing”	the conditional placing of the Placing Shares by the Placing Underwriters on behalf of our Company for cash at the Offer Price, as further described in “Structure and Conditions of the Share Offer”
“Placing Shares”	180,000,000 new Shares being offered by our Company, for subscription under the Placing subject to re-allocation as further described in “Structure and Conditions of the Share Offer”
“Placing Underwriters”	the several underwriters for the Placing who are expected to enter into the Placing Underwriting Agreement
“Placing Underwriting Agreement”	the underwriting agreement expected to be entered into on 27 March 2017 by our Company, our Controlling Shareholders, our executive Directors, the Sponsor, the Sole Bookrunner, the Joint Lead Managers and the Placing Underwriters relating to the Placing
“PPSEAL”	Phonographic Performance (South East Asia) Limited
“Predecessor Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force from time to time before 3 March 2014
“Pre-IPO Investment”	the investments made by the Pre-IPO Investors pursuant to the Subscription Agreements
“Pre-IPO Investors”	Jubilee Success and Perfect King
“Price Determination Agreement”	the agreement to be entered into between the Joint Lead Managers (for themselves and on behalf of the Underwriters) and our Company on the Price Determination Date to fix and record the Offer Price
“Price Determination Date”	the date, expected to be on or about 30 March 2017 or such later date as the Joint Lead Managers (for themselves and on behalf of the Underwriters) and our Company may agree, on which the Offer Price is expected to be fixed for the purposes of the Share Offer

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“Pride Legend”	PRIDE LEGEND LIMITED, a company incorporated in the BVI with limited liability on 2 January 2013, which is beneficially owned as to 50% and 50% by Mr. Kester Ng and his spouse, Ms. Louey Andrea Alice, respectively, and a connected person of our Company
“Public Offer”	the offer of Public Offer Shares for subscription by the public in Hong Kong at the Offer Price (plus a brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) on the terms and subject to the conditions described in this prospectus and the Application Forms relating thereto, as further described in “Structure and Conditions of the Share Offer — The Public Offer”
“Public Offer Shares”	the 20,000,000 new Shares initially being offered by our Company for subscription pursuant to the Public Offer at the Offer Price, subject to re-allocation as described in “Structure and Conditions of the Share Offer”
“Public Offer Underwriters”	the underwriters for the Public Offer as listed out in “Underwriting — Public Offer Underwriters”
“Public Offer Underwriting Agreement”	the underwriting agreement dated 23 March 2017 relating to the Public Offer entered into among our Company, our executive Directors, our Controlling Shareholders, the Sponsor, the Sole Bookrunner, the Joint Lead Managers and the Public Offer Underwriters, as further described in “Underwriting — Underwriting arrangements, commissions and expenses — Public Offer — Public Offer Underwriting Agreement”
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the corporate reorganisation of our Group in preparation for the Listing as described in “History, Reorganisation and Corporate Structure — Reorganisation”
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 14 March 2017, a summary of principal terms of which is set out in “Other information — 15. Share option scheme” in Appendix IV to this prospectus
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of our Company
“Share Offer”	the Public Offer and the Placing
“Shareholder(s)”	holder(s) of the Share(s)
“Sole Bookrunner”	Great Roc Capital Securities Limited
“sq.ft.”	square foot/feet
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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“Subscription Agreement (Jubilee Success)”	the subscription agreement dated 22 July 2016 entered into among our Company, Jubilee Success, Aplus, Phoenix Year, Etchers Entertainment and Jet Top, particulars of which are set out in “History, Reorganisation and Corporate Structure — Pre-IPO Investments”
“Subscription Agreement (Perfect King)”	the subscription agreement dated 22 July 2016 entered into among our Company, Perfect King, Aplus, Phoenix Year, Etchers Entertainment and Jet Top, particulars of which are set out in “History, Reorganisation and Corporate Structure — Pre-IPO Investments”
“Subscription Agreements”	the Subscription Agreement (Jubilee Success) and the Subscription Agreement (Perfect King)
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Tiger Curry”	Tiger Curry, a Japanese casual dining restaurant situated at G/F, 14 Pennington Street, Causeway Bay, Hong Kong and operating under City Silver
“Tiger Curry & Cafe”	Tiger Curry & Cafe, a Japanese casual dining restaurant situated at Shop 2602, Level 2, Gateway Arcade, Harbour City, Kowloon and operating under Crown Grand
“Tiger Curry Jr.”	Tiger Curry Jr., a Japanese quick service restaurant situated at Portion of Counter B, Shop B110, Basement 1, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong and operating under Joint Ace
“Track Record Period”	the period comprising the two years ended 31 May 2016 and the four months ended 30 September 2016
“Underwriters”	the Public Offer Underwriters and the Placing Underwriters
“Underwriting Agreements”	the Public Offer Underwriting Agreement and the Placing Underwriting Agreement
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	U.S. Securities Act of 1933, as amended, supplemented or otherwise modified from time to time
“US\$” or “US dollars”	United States dollars, the lawful currency of the U.S.
“Volar”	Volar, a night entertainment club situated at Basement, Ho Lee Commercial Building, 38-44 D’Aguilar Street, Central, Hong Kong and operating under Group Best (HK)
“ <b>WHITE</b> Application Form(s)”	the application form(s) to be completed by the public who require the Public Offer Shares to be issued in the applicants’ own name
“ <b>YELLOW</b> Application Form(s)”	the application form(s) to be completed by the public who require the Public Offer Shares to be deposited directly into CCASS



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“%” per cent.

*In this prospectus, the terms “associate”, “close associate”, “connected person”, “core connected person”, “connected transaction”, “controlling shareholder”, “subsidiary”, “substantial shareholder” and “significant shareholder” shall have the meanings given to such terms in the GEM Listing Rules, unless the context otherwise requires.*

*Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustment. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.*