



**BINGO GROUP HOLDINGS LIMITED**  
**比高集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
*(於開曼群島註冊成立之有限公司)*

Stock Code 股份代號: 8220

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GEM 的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於聯交所主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

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# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Chiau Sing Chi  
Chow Man Ki Kelly  
Lau Man Kit

#### Non-Executive Director

Chin Chow Chung Hang Roberta  
Yip Yiu Bong

#### Independent Non-Executive Directors

Choi Mei Ping  
Ong King Keung  
Tsui Wing Tak

### COMPANY SECRETARY

Chan Ka Yin

### COMPLIANCE OFFICER

Chow Man Ki Kelly

### AUDIT COMMITTEE

Ong King Keung (*Chairman*)  
Choi Mei Ping  
Tsui Wing Tak

### REMUNERATION COMMITTEE

Choi Mei Ping (*Chairman*)  
Chow Man Ki Kelly  
Ong King Keung  
Tsui Wing Tak

### 董事會

#### 執行董事

周星馳  
周文姬  
劉文傑

#### 非執行董事

陳鄒重珩  
葉耀邦

#### 獨立非執行董事

蔡美平  
王競強  
徐永得

### 公司秘書

陳家賢

### 監察主任

周文姬

### 審核委員會

王競強 (*主席*)  
蔡美平  
徐永得

### 薪酬委員會

蔡美平 (*主席*)  
周文姬  
王競強  
徐永得

# CORPORATE INFORMATION

## 公司資料

### NOMINATION COMMITTEE

Chow Man Ki Kelly (*Chairman*)  
Choi Mei Ping  
Ong King Keung  
Tsui Wing Tak

### AUTHORIZED REPRESENTATIVES

Chow Man Ki Kelly  
Chan Ka Yin

### AUDITORS

CHENG & CHENG LIMITED  
*Certified Public Accountants*

### PRINCIPAL BANKERS

Fubon Bank Limited  
The Hongkong and Shanghai Banking  
Corporation Limited  
Dah Sing Bank, Limited

### REGISTERED OFFICE

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman  
KY1-1111, Cayman Islands

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit 202, 2/F, Chinaweal Centre  
414-424 Jaffe Road  
Hong Kong

### 提名委員會

周文姬 (主席)  
蔡美平  
王競強  
徐永得

### 授權代表

周文姬  
陳家賢

### 核數師

鄭鄭會計師事務所有限公司  
執業會計師

### 主要往來銀行

富邦銀行有限公司  
香港上海滙豐銀行有限公司  
大新銀行有限公司

### 註冊辦事處

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman  
KY1-1111, Cayman Islands

### 總辦事處及主要營業地點

香港  
謝斐道414-424號  
中望商業中心2樓202室

# CORPORATE INFORMATION

## 公司資料

### SHARE REGISTRARS AND TRANSFER OFFICES

#### Principal Registrar

Conyers Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

#### Branch Registrar

Tricor Tengis Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### STOCK CODE

8220

### WEBSITE

[www.bingogroup.com.hk](http://www.bingogroup.com.hk)

### 股份過戶登記處

#### 股份過戶登記總處

Conyers Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

#### 股份過戶登記分處

卓佳登捷時有限公司  
香港  
皇后大道東183號  
合和中心54樓

### 股份代號

8220

### 網址

[www.bingogroup.com.hk](http://www.bingogroup.com.hk)

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### GENERAL

During the three months ended 30 June 2020 (the “Period”), Bingo Group Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group”) was principally engaged in movie production, licensing and derivatives, crossover marketing and provision of interactive contents (“Filmed Entertainment, New Media Exploitations and Licensing Businesses”) and cinema investment and management (“Cinema Business”).

### OPERATION REVIEW

During the Period, the Group continues to focus on Filmed Entertainment, New Media Exploitations and Licensing Businesses and Cinema Business.

In view of the on-going development of the Cinema Business, this segment has become the prime revenue generator of the Group since a few years ago. Approximately revenue of HK\$7.2 million and gross profit of HK\$4.2 million were generated during the three months ended 30 June 2019. Due to outbreak of COVID-19 in the very beginning of Year 2020, all cinemas in Hangzhou and Shanghai could not open since late January 2020. No turnover is generated during the Period. In July 2020, cinemas in certain low-risk areas of the PRC are allowed to re-commence their businesses. The Group’s cinemas in Shanghai and Hangzhou have re-opened in August this year, and we are in negotiation with the business plan with the owner of the shopping mall, where our Linan cinema is located, but the re-opening date of this cinema is yet to be confirmed as of the date of this quarterly report.

In the segment of Filmed Entertainment Business, the Group continued to locate suitable business opportunities. However, no appropriate target was spotted in the Period. Accordingly, no revenue was generated in this sector during the Period.

### 總覽

於截至二零二零年六月三十日止三個月（「本期間」）內，比高集團控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）主要從事電影製作、特許權及衍生作品權、跨界市場推廣及提供互動內容（「電影娛樂、新媒體開發及特許權業務」）以及影院投資及管理（「影院業務」）。

### 業務回顧

於本期間，本集團繼續專注發展電影娛樂、新媒體開發及特許權業務以及影院業務。

鑑於影院業務持續發展，此分部已成為本集團自近數年前起之最主要收益來源。截至二零一九年六月三十日止三個月所產生收益及毛利分別約為7,200,000港元及4,200,000港元。由於二零二零年初新冠病毒的爆發，自二零二零年一月下旬以來，杭州及上海的所有電影院都無法營業，故本期間並無產生營業額。於二零二零年七月，中國若干低風險地區的電影院獲准重新開業。本集團於上海及杭州的電影院已於本年八月重新開放，並且截至本季度報告之日，我們正與臨安電影院所在的購物中心的業主就商業計劃進行談判，惟該電影院尚未確定重新開放日期。

就電影娛樂業務分部而言，本集團不斷尋找合適商機，惟本期間內並未鎖定合適目標。因此，本期間此分部並未帶來收益。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

In February 2018, Bingo Movie Development Limited (“Bingo Movie”), a wholly owned subsidiary of the Company and Lechuang Holdings (HK) Limited (“Lechuang”), an independent third party, entered into an agreement (the “JV Agreement”) in relation to the formation of the joint venture company (“JV Company”). The issued share capital of the JV Company will be owned as to 49% by Bingo Movie and as to 51% by Lechuang. The JV Company will be principally engaged in investment and development of VR (Virtual Reality) and MR (Mixed Reality) projects. Pursuant to the JV Agreement, Bingo Movie will enter into of a loan agreement with the JV Company, pursuant to which Bingo Movie will advance the loan of not less than HK\$25 million and not more than HK\$35 million to the JV Company for investment and development of relevant VR and MR projects. In September 2018, the loan agreement has been signed and RMB29 million (equivalent to HK\$33.8 million) was lent to the JV Company. Another loan of RMB16 million (equivalent to HK\$17.5 million) with a term of three years was granted to the JV Company on 30 September 2019. The difference between the new loan and old loan of RMB13 million with the accrued interest has been repaid to the Bingo Movie on 30 September 2019. No appropriate VR or MR projects were located as at the date of this quarterly report. For further details, please refer to the Company’s announcement dated 30 September 2019 and 7 November 2019.

### FINANCIAL REVIEW

During the three months ended 30 June 2019, the Group recorded a total turnover of approximately HK\$7.2 million, which principally represented revenue from Cinema Business. No turnover was generated during the Period, due to suspension of the Group’s cinema businesses, which is resulted from the outbreak of COVID-19. Loss for the Period of approximately HK\$6.9 million was recorded. As compared with the loss of HK\$5.4 million for the Corresponding Period, there was increase in loss of approximately HK\$1.5 million. The increase in loss for the Period was mainly attributable to the suspension of cinema businesses mentioned above.

於二零一八年二月，本公司全資附屬公司比高電影發展有限公司（「比高電影」）與獨立第三方樂創控股（香港）有限公司（「樂創」）訂立內容有關成立合營公司（「合營公司」）之協議（「合營協議」）。比高電影及樂創將分別擁有合營公司49%及51%已發行股本。合營公司將主要從事投資及開發虛擬實境及混合實境項目。根據合營協議，比高電影將與合營公司訂立貸款協議，據此，比高電影將向合營公司墊付為數不少於25,000,000港元但不多於35,000,000港元之貸款，以作投資及發展相關虛擬實境及混合實境項目之用。於二零一八年九月，貸款協議已簽署並已向合營公司借出人民幣29,000,000元（相當於33,800,000港元）。於二零一九年九月三十日，合營公司獲授另一筆人民幣16,000,000元（相當於17,500,000港元）為期三年的貸款。新貸款與舊貸款之間的差額人民幣13,000,000元及應計利息已於二零一九年九月三十日向比高電影作出償還。於本季度報告日期並未覓得合適的虛擬實境及混合實境項目。有關進一步詳情，請參閱本公司日期為二零一九年九月三十日及二零一九年十一月七日之公告。

### 財務回顧

截至二零一九年六月三十日止三個月，本集團錄得總營業額約7,200,000港元，主要來自電影院業務的收益。由於新冠病毒爆發，導致本集團電影業務暫停，因此本期間並無產生營業額。本期間錄得虧損約6,900,000港元。與同期虧損5,400,000港元相比，虧損增加約1,500,000港元。本期間虧損增加主要由於上述電影院業務暫停。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### OUTLOOK

As of the date of this report, the coronavirus outbreak has killed more than half million people and infected nearly 20 million people globally. Although the situation in China is better than many countries in the West, the economy in China is still shocked to a certain extent. The cinemas have been ordered to be closed since early Year 2020, and certain cinemas in the PRC are just allowed to be re-opened in late July 2020.

In spite of the wide-spreading of coronavirus mentioned above, the Group may continue to grasp other business opportunities in investments in cinemas in the PRC and attractive movies, when appropriate. While the Group continued its existing businesses, the Group will put more focus onto locating other business opportunities with enormous potentials, including provision of consultancy services, online games developing and operating businesses, and investments in China cultural industry.

The VR (Virtual Reality) and MR (Mixed Reality) industry is undergoing rapid development and the Company considers that there will be growth potential in investment of VR and MR projects. In February 2018, the Group entered into an agreement with Lechuang Holdings (HK) Limited (“Lechuang”) in relation to the formation of the joint venture company (“JV Company”). The formation of the JV Company will allow the Group to utilise its experience in provision of interactive contents with the expertise of Lechuang in developing VR and MR projects. The Company is optimistic as to the prospect of the JV Company, and has granted a loan to the JV Company of RMB16.0 million (equivalent to approximately HK\$17.5 million) in September 2019.

The Board believes that the Group’s existing businesses can create a synergistic effect with the above-mentioned new businesses and will benefit the Group in the future.

### 展望

於本報告日期，新冠病毒爆發已令全球超過500,000人死亡，接近20,000,000人受到感染。雖然中國疫情較西方不少國家為佳，但中國經濟在某程度上仍受到打擊。中國電影院自二零二零年初被命令停業以來，若干僅獲准在二零二零年七月下旬重開。

儘管上述新冠病毒的廣泛傳播，本集團會在適當時繼續把握投資於中國影院及受歡迎電影之其他商機。本集團持續經營其現有業務，同時更集中物色其他具龐大潛力之商機，包括提供顧問服務、開發及經營在線遊戲業務以及投資於中國文化事業等。

虛擬實境及混合實境行業正迅速發展，而本公司認為投資於虛擬實境及混合實境項目富增長潛力。於二零一八年二月，本集團與樂創控股（香港）有限公司（「樂創」）就成立合營公司（「合營公司」）訂立協議。成立合營公司將令本集團可利用其提供互動內容的經驗加上樂創於發展虛擬實境及混合實境項目的專業知識。本公司對合營公司之前景感到樂觀，並於二零一九年九月已向合營公司授出人民幣16,000,000元的貸款（相當於約17,500,000港元）。

董事會相信，本集團現有業務可與上述新業務締造協同效應，日後將對本集團有利。

The board of Directors (the “Board”) of the Company presents the unaudited consolidated results of the Group for the three months ended 30 June 2020, together with the unaudited comparative figures for the corresponding period in 2019 were as follows:

本公司董事會（「董事會」）呈列本集團截至二零二零年六月三十日止三個月之未經審核綜合業績，連同二零一九年同期之未經審核比較數字如下：

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 簡明綜合損益表

		Three months ended 30 June 截至六月三十日止三個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註	
Turnover	營業額	2	–
Cost of sales and services	銷售及服務成本		7,232
			(2,993)
Gross profit	毛利		–
Other revenue and other net income	其他收益及其他淨收入	3	519
Selling and marketing expenses	銷售及營銷開支		–
Administrative expenses	行政開支		(5,742)
Share-based payments	以股份為基礎之付款		(840)
Finance costs	融資成本	5	(861)
			(1,554)
Loss before taxation	除稅前虧損	6	(6,924)
Taxation	稅項	7	(15)
<b>Loss for the period</b>	<b>本期間虧損</b>		<b>(6,939)</b>
<b>Loss attributable to:</b>	<b>應佔虧損：</b>		
Owners of the Company	本公司擁有人		(6,401)
Non-controlling interests	非控股權益		(538)
			(6,939)
			(5,372)
			HK cents 港仙
<b>Loss per share</b>	<b>每股虧損</b>	9	
Basic and diluted	基本及攤薄		(0.75)
			(0.58)

# CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

## 簡明綜合其他全面收益表

		Three months ended 30 June 截至六月三十日止三個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
Loss for the period	本期間虧損	(6,939)	(5,372)
Other comprehensive loss <i>Item that may be reclassified subsequently to profit or loss:</i>	其他全面虧損 其後可重新分類至損益之項目：		
Exchange differences on translating foreign operations	換算海外業務產生之匯兌差額		
— Exchange differences arising during the period	— 本期間產生之匯兌差額	(42)	(819)
Other comprehensive loss for the period, net of tax	本期間其他全面虧損，扣除稅項	(42)	(819)
<b>Total comprehensive loss for the period</b>	<b>本期間全面虧損總額</b>	<b>(6,981)</b>	<b>(6,191)</b>
<b>Other comprehensive loss attributable to:</b>	<b>應佔其他全面虧損：</b>		
Owners of the Company	本公司擁有人	(69)	(857)
Non-controlling interests	非控股權益	27	38
		(42)	(819)
<b>Total comprehensive loss attributable to:</b>	<b>應佔全面虧損總額：</b>		
Owners of the Company	本公司擁有人	(6,470)	(5,825)
Non-controlling interests	非控股權益	(511)	(366)
		(6,981)	(6,191)

# NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

## 簡明季度財務資料附註

### 1. BASIS OF PREPARATION

These unaudited consolidated results have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and accounting principles generally accepted in Hong Kong. These unaudited consolidated results also comply with the applicable disclosure provisions of the GEM Listing Rules and the disclosure requirements of the Hong Kong Companies Ordinance. These unaudited consolidated results have been prepared under historical cost convention except for certain financial instruments which are measured at fair value. The unaudited consolidated results are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

The accounting policies and methods of computation used in preparing the unaudited condensed consolidated financial statements for the three months ended 30 June 2020 are consistent with those used in the Group’s annual financial statements for the year ended 31 March 2020.

The application of the other new and amendments to HKASs and HKFRSs in the current period has had no material effect on the amounts reported in these unaudited condensed consolidated financial statements and/or disclosures set out in these unaudited condensed consolidated financial statements.

The first quarterly results are unaudited but have been reviewed by the audit committee of the Company.

### 1. 編製基準

該等未經審核綜合業績乃根據所有適用香港財務報告準則（「香港財務報告準則」）編製。該統稱詞彙包括香港會計師公會（「香港會計師公會」）頒佈之所有適用個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋以及香港公認會計原則。該等未經審核綜合業績亦已符合GEM上市規則之適用披露條文及香港公司條例之披露規定。該等未經審核綜合業績乃根據歷史成本法編製，惟若干金融工具以公平值計量。除另有指明外，未經審核綜合業績以港元（「港元」）呈列，所有金額均調整至最接近之千位數。

編製截至二零二零年六月三十日止三個月之未經審核簡明綜合財務報表所採用之會計政策及計算方法與截至二零二零年三月三十一日止年度之本集團年度財務報表所用之會計政策及計算方法一致。

於本期間應用其他新增香港會計準則及香港財務報告準則及其修訂對該等未經審核簡明綜合財務報表所呈報之金額及／或該等未經審核簡明綜合財務報表所載之披露並無產生重大影響。

首個季度業績為未經審核，惟已由本公司之審核委員會審閱。

# NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

## 簡明季度財務資料附註

### 2. TURNOVER

An analysis of Group's turnover for the period from operations is as follows:

		Three months ended 30 June 截至六月三十日止三個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue from cinema business	影院業務之收益	-	7,232

### 2. 營業額

本集團於本期間經營業務產生之營業額分析如下：

### 3. OTHER REVENUE AND OTHER NET INCOME

		Three months ended 30 June 截至六月三十日止三個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest income	利息收入	106	276
Government grants	政府補助	351	-
Rent concession	租金優惠	36	-
Others	其他	26	12
		519	288

### 3. 其他收益及其他淨收入

# NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

## 簡明季度財務資料附註

### 4. SHARE-BASED PAYMENTS

The Company has the convertible bonds and share option scheme for directors, employees and advisors of the Group. Details of the convertible bonds and share options are as follows:

#### Convertible bonds

Issuer:	發行人:	The Company 本公司					Total
Issue date:	發行日期:	1 June 2010	1 June 2011	1 June 2012	1 June 2013	1 June 2014	
		二零一零年六月一日	二零一一年六月一日	二零一二年六月一日	二零一三年六月一日	二零一四年六月一日	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Principal amount:	本金:	25,000	5,000	5,000	5,000	5,000	45,000
Outstanding amount as at 30 June 2020:	於二零二零年六月三十日未償還金額:	-	5,000	5,000	5,000	5,000	20,000
Conversion period:	換股期:	From 1 June 2010 to 31 May 2020	From 1 June 2011 to 31 May 2021	From 1 June 2012 to 31 May 2022	From 1 June 2013 to 31 May 2023	From 1 June 2014 to 31 May 2024	
		由二零一零年六月一日至二零二零年五月三十一日	由二零一一年六月一日至二零二一年五月三十一日	由二零一二年六月一日至二零二二年五月三十一日	由二零一三年六月一日至二零二三年五月三十一日	由二零一四年六月一日至二零二四年五月三十一日	
Conversion price (note a):	換股價 (附註a):	HK\$0.544港元	HK\$0.544港元	HK\$0.544港元	HK\$0.544港元	HK\$0.544港元	
Maturity date:	到期日:	31 May 2020	31 May 2022	31 May 2023	31 May 2024	31 May 2025	
		二零二零年五月三十一日	二零二二年五月三十一日	二零二三年五月三十一日	二零二四年五月三十一日	二零二五年五月三十一日	
			(note b) (附註b)	(note b) (附註b)	(note b) (附註b)	(note b) (附註b)	

*note a:* Conversion price was adjusted due to (i) the issue and allotment of the subscription shares, which are detailed in the Company's circular dated 24 February 2012, (ii) the share consolidation effective on 18 September 2012, and (iii) the share consolidation effective on 2 May 2019.

*note b:* Mr. Chiau Sing Chi, the holder of convertible bonds, undertook to delay the maturity dates of these outstanding convertible bonds as at 31 March 2020 for repayment by one year, but the conversion periods of the convertible bonds remain unchanged.

### 4. 以股份為基礎之付款

本公司為本集團董事、僱員及顧問提供可換股債券及購股權計劃。可換股債券及購股權之詳情如下：

#### 可換股債券

Issuer:	發行人:	The Company 本公司					Total
Issue date:	發行日期:	1 June 2010	1 June 2011	1 June 2012	1 June 2013	1 June 2014	
		二零一零年六月一日	二零一一年六月一日	二零一二年六月一日	二零一三年六月一日	二零一四年六月一日	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Principal amount:	本金:	25,000	5,000	5,000	5,000	5,000	45,000
Outstanding amount as at 30 June 2020:	於二零二零年六月三十日未償還金額:	-	5,000	5,000	5,000	5,000	20,000
Conversion period:	換股期:	From 1 June 2010 to 31 May 2020	From 1 June 2011 to 31 May 2021	From 1 June 2012 to 31 May 2022	From 1 June 2013 to 31 May 2023	From 1 June 2014 to 31 May 2024	
		由二零一零年六月一日至二零二零年五月三十一日	由二零一一年六月一日至二零二一年五月三十一日	由二零一二年六月一日至二零二二年五月三十一日	由二零一三年六月一日至二零二三年五月三十一日	由二零一四年六月一日至二零二四年五月三十一日	
Conversion price (note a):	換股價 (附註a):	HK\$0.544港元	HK\$0.544港元	HK\$0.544港元	HK\$0.544港元	HK\$0.544港元	
Maturity date:	到期日:	31 May 2020	31 May 2022	31 May 2023	31 May 2024	31 May 2025	
		二零二零年五月三十一日	二零二二年五月三十一日	二零二三年五月三十一日	二零二四年五月三十一日	二零二五年五月三十一日	
			(note b) (附註b)	(note b) (附註b)	(note b) (附註b)	(note b) (附註b)	

*附註a:* 由於(i)本公司日期為二零一二年二月二十四日的通函中詳述的認購股份的發行及配發，(ii)股份合併於二零一二年九月十八日生效，及(iii)股份合併於二零一九年五月二日生效，故換股價已作調整。

*附註b:* 周星馳先生，可換股債券持有人，承諾將該等於二零二零年三月三十一日未償還的可換股債券的到期日期推遲一年償還，惟可換股債券的換股期保持不變。

# NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

## 簡明季度財務資料附註

### 4. SHARE-BASED PAYMENTS (Continued)

#### Share Option Scheme

Details of specific categories of share options outstanding during the three months ended 30 June 2020 and 2019 are as follow:

The fair value of share options which were calculated by binomial option pricing model with the following assumptions:

Option type:	購股權類別:	2015A	2016A	2017A	2018A
Grant date:	授出日期:	13-7-2015 二零一五年 七月十三日	7-7-2016 二零一六年 七月七日	3-3-2017 二零一七年 三月三日	17-9-2018 二零一八年 九月十七日
Adjusted number of options granted (note c):	授出購股權調整數目: (附註c)	40,250,000	85,500,000	39,750,000	45,000,000
Exercise period:	行使期:	13-7-2015- 12-7-2020 二零一五年 七月十三日至 二零二零年 七月十二日	7-7-2016- 6-7-2021 二零一六年 七月七日至 二零二一年 七月六日	3-3-2017- 2-3-2022 二零一七年 三月三日至 二零二二年 三月二日	17-9-2018- 16-9-2023 二零一八年 九月十七日至 二零二三年 九月十六日
Adjusted exercise price (note c):	調整行使價格:(附註c)	HK\$0.940港元	HK\$0.720港元	HK\$0.540港元	HK\$0.168港元
Fair value when share options granted:	授出購股權時的 公平值:	HK\$16,800,000 港元	HK\$26,600,000 港元	HK\$8,640,000 港元	HK\$2,181,000 港元

note c: The exercise prices and numbers of share options above are adjusted due to the share consolidation effective on 2 May 2019.

### 4. 以股份為基礎之付款(續)

#### 購股權計劃

截至二零二零年及二零一九年六月三十日止三個月，未償還的特定類別購股權的詳情如下：

使用二項式購股權定價模式計算之購股權公平值乃使用以下假設：

附註c：由於股份合併生效，行使價格及以上購股權數目已於二零一九年五月二日調整。

### 5. FINANCE COSTS

Imputed interest on convertible bonds	可換股債券之推算利息
Interest expenses on lease liabilities	租賃負債之利息開支

### 5. 融資成本

Three months ended 30 June  
截至六月三十日止三個月

	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
	700	1,065
	161	489
	861	1,554

# NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

## 簡明季度財務資料附註

### 6. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging/  
[crediting]:

### 6. 除稅前虧損

除稅前虧損乃經扣除／（計入）以下各項後  
達致：

		Three months ended 30 June 截至六月三十日止三個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
Direct expenses of cinema business (note a)	影院業務直接開支（附註a）	-	2,993
Depreciation of property, plant and equipment	物業、廠房及設備折舊	643	627
Depreciation of right-of-use assets	使用權資產折舊	761	765
Exchange loss	匯兌虧損	109	205
Operating lease rental in respect of rented premises	租用物業之經營租賃租金	-	363
Staff costs (including directors' remuneration)	員工成本（包括董事酬金）		
— Salaries and allowances	— 薪金及津貼	1,891	3,094
— Equity settled share-based payments	— 權益結算以股份為基礎 之付款	552	-
— Retirement scheme contributions	— 退休計劃供款	159	449
— Equity settled share-based payments paid to advisors	— 已付予顧問的權益結算以股份 為基礎之付款	288	-

note a: The direct expenses mainly represent the profit sharing  
paid to film providers.

附註a：直接開支主要指已付電影供應商的溢  
利分成。



# NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

## 簡明季度財務資料附註

### 7. TAXATION

### 7. 稅項

		Three months ended 30 June 截至六月三十日止三個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
The taxation charge recognised in profit or loss comprises:	於損益確認的稅項支出包括：		
Current tax	即期稅項		
— The PRC	— 中國	15	54

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

No provision of Hong Kong Profits Tax has been made as there is no assessable profits for the three months ended 30 June 2020 and 2019.

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for the three months ended 30 June 2020 and 2019.

於二零一八年三月二十一日，香港立法會通過《二零一七年稅務（修訂）（第7號）條例草案》（「條例草案」），引入利得稅兩級制。該條例草案於二零一八年三月二十八日經簽署成為法律，並於翌日刊憲。根據利得稅兩級制，合資格集團實體首2,000,000港元溢利的稅率為8.25%，而超過2,000,000港元的溢利稅率為16.5%。不符合利得稅兩級制的集團實體溢利將繼續按16.5%的統一稅率徵稅。

本公司董事認為，實施利得稅兩級制後涉及的金額對綜合財務報表而言並不大。兩個年度按估計應課稅溢利的16.5%計算香港利得稅。

由於截至二零二零年及二零一九年六月三十日止三個月並無應課稅溢利，因此並無計提香港利得稅撥備。

截至二零二零年及二零一九年六月三十日止三個月，中國附屬公司須按稅率25%繳付中國企業所得稅。

# NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

## 簡明季度財務資料附註

### 8. DIVIDEND

The Directors do not recommend the payment of any dividend for the three months ended 30 June 2020 (three months ended 30 June 2019: Nil).

### 9. LOSS PER SHARE

Basic and diluted loss per share

### 8. 股息

董事並不建議就截至二零二零年六月三十日止三個月派付任何股息（截至二零一九年六月三十日止三個月：無）。

### 9. 每股虧損

每股基本及攤薄虧損

		Three months ended 30 June 截至六月三十日止三個月	
		2020 二零二零年 HK cent 港仙 (Unaudited) (未經審核)	2019 二零一九年 HK cent 港仙 (Unaudited) (未經審核)
Total basic and diluted loss per share	每股基本及攤薄虧損總額	<b>(0.75)</b>	<b>(0.58)</b>

The loss for the period and weighted average number of ordinary shares used in the calculation of basic and diluted loss per share are as follows:

計算每股基本及攤薄虧損所用本期間虧損及普通股加權平均股數如下：

		Three months ended 30 June 截至六月三十日止三個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
Loss for the period attributable to owners of the Company	本公司擁有人應佔本期間虧損	<b>[6,401]</b>	<b>[4,968]</b>

# NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

## 簡明季度財務資料附註

### 9. LOSS PER SHARE (Continued)

#### Basic and diluted loss per share (Continued)

		2020 二零二零年	2019 二零一九年
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	就計算每股基本及攤薄虧損之普通股加權平均股數	<b>855,384,669</b>	855,384,669

The incremental shares from assumed exercise of share options granted by the Company and conversion of the Company's outstanding convertible bonds are excluded in calculating the diluted loss per share during the three month ended 30 June 2020 and 2019 because they are antidilutive in calculating the diluted loss per share.

### 9. 每股虧損(續)

#### 每股基本及攤薄虧損(續)

在計算截至二零二零年及二零一九年六月三十日止三個月每股攤薄虧損時，已撇除假設本公司已授出之購股權獲行使及本公司尚未行使之可換股債券獲兌換而增加之股份，原因為其對計算每股攤薄虧損具反攤薄效應。

# NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

## 簡明季度財務資料附註

### 10. CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

### 10. 簡明綜合權益變動表

		Share capital	Share premium	Contributed surplus	Equity component of convertible bonds 可換股債券的權益部份	Share options reserve	Share award scheme reserve	Exchange reserve	Accumulated losses	Attributable to owners of the Company 本公司擁有人應佔	Non-controlling interests	Total
		股本	股份溢價	實繳盈餘	可換股債券的權益部份	購股權儲備	計劃儲備	匯兌儲備	累計虧損	應佔	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2019 (Audited)	於二零一九年四月一日 (經審核)	136,861	420,810	3,930	76,520	53,022	-	(1,228)	(621,836)	68,079	9,856	77,935
Loss for the period	本期間虧損	-	-	-	-	-	-	-	(4,968)	(4,968)	(404)	(5,372)
Other comprehensive (loss)/income for the period	本期間其他全面(虧損)/收益											
— Exchange differences arising on translation	換算產生的匯兌差額	-	-	-	-	-	-	(857)	-	(857)	38	(819)
Total comprehensive loss for the period	本期間全面虧損總額	-	-	-	-	-	-	(857)	(4,968)	(5,825)	(366)	(6,191)
Capital reduction*	股本削減	(128,307)	-	128,307	-	-	-	-	-	-	-	-
At 30 June 2019 (Unaudited)	於二零一九年六月三十日 (未經審核)	8,554	420,810	132,237	76,520	53,022	-	(2,085)	(626,804)	62,254	9,490	71,744
At 1 April 2020 (Audited)	於二零二零年四月一日 (經審核)	8,554	420,810	132,237	25,548	10,266	1,720	(1,646)	(561,958)	35,531	(3,937)	31,594
Loss for the period	本期間虧損	-	-	-	-	-	-	-	(6,401)	(6,401)	(538)	(6,939)
Other comprehensive (loss)/income for the period	本期間其他全面(虧損)/收益											
— Exchange differences arising on translation	換算產生的匯兌差額	-	-	-	-	-	-	(69)	-	(69)	27	(42)
Total comprehensive loss for the period	本期間全面虧損總額	-	-	-	-	-	-	(69)	(6,401)	(6,470)	(511)	(6,981)
Redemption of convertible bonds	贖回可換股債券	-	-	-	(25,507)	-	-	-	25,507	-	-	-
Lapse of share options	購股權失效	-	-	-	-	(233)	-	-	233	-	-	-
Acquisition of non-controlling interests	收購非控股權益	-	-	-	-	-	-	-	(6,259)	(6,259)	5,532	(727)
Equity settled share award arrangement	以權益結算的股份獎勵安排	-	-	-	-	-	840	-	-	840	-	840
At 30 June 2020 (Unaudited)	於二零二零年六月三十日 (未經審核)	8,554	420,810	132,237	41	10,033	2,560	(1,715)	(548,878)	23,642	1,084	24,726

# NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

## 簡明季度財務資料附註

### 11. EVENTS AFTER THE REPORTING PERIOD

- (a) The outbreak of the COVID-19 in PRC and the subsequent quarantine measures imposed by the Chinese government in early 2020 have had a severe negative impact on the operations of the Group since January 2020, as all of the Group's cinemas are located in PRC. The Group had closed its cinemas since January 2020 due to mandatory government quarantine measures in an effort to contain the spread of the epidemic. In addition, as substantially all of the Group's subsidiaries and operations are located in PRC, the outbreak of the COVID-19 is expected to have a negative impact on these entities. This may in turn negatively affect the recoverability of Group's assets recorded in these subsidiaries, which are subject to impairment assessments as appropriate, even though certain cinemas of the Group have been re-opened in August 2020.

As the situation remains fluid as at the date these financial statements are authorised for issue, the directors of the Company considered that the financial effects of the COVID-19 on the Group's consolidated financial statements cannot be reasonably estimated. Nevertheless, the COVID-19 outbreak is expected to materially affect the consolidated results of the Group for the remaining period of year ending 31 March 2021, e.g. impairment of goodwill, property, plant and equipment, and right-of-use assets.

- (b) Subsequent to the period-end date on 14 July 2020, 25.5 million share options were granted to certain advisors of the Company. For further details, please refer to the Company's announcement dated 14 July 2020.

### 11. 報告期後事項

- (a) 中國的新冠病毒疫情以及中國政府其後在二零二零年初實施的檢疫措施，對本集團自二零二零年一月以來的經營產生了嚴重的負面影響，因為本集團的所有電影院位於中國。由於政府採取強制性隔離措施以遏制疫情蔓延，本集團須自二零二零年一月起將電影院關閉。此外，由於本集團附屬公司的業務幾乎全部位於中國，因此預期新冠病毒疫情將對這些實體產生負面影響。儘管本集團的若干電影院已於二零二零年八月重新開放，它可能亦會對本集團在該等附屬公司已記賬之資產之可收回性產生負面影響，並須視乎情況進行減值評估。

由於截至本財務報表獲准刊發之日情況仍未趨於穩定，因此本公司董事認為難以合理估計新冠病毒疫情對本集團之綜合財務報表所產生的財務影響。然而，預期新冠病毒疫情將對本集團截至二零二一年三月三十一日止年度的剩餘期間的綜合業績產生重大影響，例如商譽、物業、廠房及設備及使用權資產減值。

- (b) 截至二零二零年七月十四日期後，已向本公司的若干顧問授予25,500,000份購股權。進一步詳情，請參閱本公司日期為二零二零年七月十四日的公告。

## OTHER INFORMATION 其他資料

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2020, the following directors (the "Directors") of the Company had or were deemed to have interests or short positions in the shares (the "Shares"), underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to herein; or (iii) which were, pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors to be notified to the Company and the Stock Exchange:

#### Long positions in the shares of the Company

Name of Directors	Nature of interest	Number of Shares held	Approximate percentage of issued share capital of the Company 佔本公司已發行股本概約百分比
董事姓名	權益性質	所持股份數目	
Mr. Chiau Sing Chi	Beneficial owner	27,573,529	3.22%
周星馳先生	Held by trust (Note 1) 實益擁有人 由信託持有(附註1)	402,121,240	47.01%
Ms. Chow Man Ki Kelly	Held by trust (Note 1)	402,121,240	47.01%
周文姬女士	由信託持有(附註1)		

#### Notes:

- These shares are registered in the name of Beglobal Investments Limited and Golden Treasure Global Investment Limited. Beglobal Investments Limited and Golden Treasure Global Investment Limited are companies indirectly owned by the trust, the discretionary objects of which are Mr. Chiau Sing Chi, Ms. Chow Man Ki Kelly and their family.
- The total number of the issued share capital of the Company as at 30 June 2020 was 855,384,669.

### 董事及最高行政人員於股份及相關股份之權益及淡倉

於二零二零年六月三十日，下列本公司董事（「董事」）於本公司及其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份（「股份」）、相關股份或債券中，擁有或被視作擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉（包括彼等根據證券及期貨條例有關條文被當作或視作擁有之權益或淡倉）；或(ii)根據證券及期貨條例第352條須記入該條所述登記冊之權益或淡倉；或(iii)根據GEM上市規則第5.46至5.67條有關董事進行證券交易之規定須知會本公司及聯交所之權益或淡倉：

#### 於本公司股份之好倉

#### 附註：

- 該等股份乃以Beglobal Investments Limited及Golden Treasure Global Investment Limited之名義登記。Beglobal Investments Limited及Golden Treasure Global Investment Limited均為由全權信託對象為周星馳先生、周文姬女士及彼等家族之信託間接擁有之公司。
- 本公司於二零二零年六月三十日之已發行股本總數為855,384,669股。

## OTHER INFORMATION 其他資料

### Long positions in the underlying shares of the Company

The Company adopted a share option scheme on 15 August 2012 which the Board may, at their discretion, offer employees, Directors or any other persons who have contributed to the Group to take up share options to subscribe for shares subject to the terms and conditions stipulated in the share option scheme.

Details of the share options granted to the Directors under the Schemes and any other schemes and movements in such holdings during the Period were as follows:

### 於本公司相關股份之好倉

本公司於二零一二年八月十五日採納購股權計劃，據此，董事會可酌情向曾經對本集團作出貢獻之僱員、董事或任何其他人士提出要約，以根據購股權計劃訂明之條款及條件接納可認購股份之購股權。

於本期間，根據該計劃及任何其他計劃授予董事之購股權及其變動詳情如下：

Name of Directors	Option type	Number of options held as at 1 April 2020 (Note 2) 於二零二零年四月一日所持購股權數目 (附註2)	Number of options granted	Number of options exercised	Number of options cancelled/lapsed (Note 2) 註銷/失效之購股權數目 (附註2)	Number of options held as at 30 June 2020 (Note 2) 於二零二零年六月三十日所持購股權數目 (附註2)
董事姓名	購股權類別 (Note 1) (附註1)	'000 千份	'000 千份	'000 千份	'000 千份	'000 千份
Mr. Chiau Sing Chi	2015A	2,000	-	-	-	2,000
周星馳先生	2017A	8,500	-	-	-	8,500
Ms. Chow Man Ki Kelly	2015A	750	-	-	-	750
周文姬女士	2016A	7,500	-	-	-	7,500
	2018A	7,500	-	-	-	7,500
Mr. Lau Man Kit	2015A	750	-	-	-	750
劉文傑先生	2016A	750	-	-	-	750
Mrs. Chin Chow Chung Hang Roberta	2015A	750	-	-	-	750
陳鄒重珩女士	2016A	750	-	-	-	750
Ms. Choi Mei Ping	2015A	750	-	-	-	750
蔡美平女士	2016A	750	-	-	-	750
Mr. Tsoi Chiu Yuk (Note 3)	2016A	750	-	-	(750)	-
蔡朝旭先生 (附註3)						
		31,500	-	-	(750)	30,750

Note 1: Details of specific categories of share options are disclosed in note 4 to the condensed quarterly financial information.

附註1：有關特定類別購股權之詳情於簡明季度財務資料附註4披露。

Note 2: The number of share options mentioned are adjusted to reflect the share consolidation effective on 2 May 2019.

附註2：所述購股權數目經調整以反映二零一九年五月二日生效的股份合併。

Note 3: Resigned on 6 May 2020

附註3：於二零二零年五月六日辭任。

## OTHER INFORMATION 其他資料

In addition to 10,500,000 number of Shares which would be allotted and issued upon the exercise in full of the options offered to Mr. Chiau Sing Chi under the share option scheme of the Company above, 36,764,704 number of Shares which would be allotted and issued upon the exercise in full of the convertible bonds held by Mr. Chiau Sing Chi (“Mr. Chiau”).

On 16 August 2019, based on the recommendation of the remuneration committee of the Board, the Board (including all independent non-executive Directors) has resolved to grant 8,550,000 awarded Shares (the “Awarded Shares”) to Mr. Chiau, under the share award scheme of the Company as recognition of Mr. Chiau’s contribution to the Group and incentive for Mr. Chiau for his continuing future contribution to the Group. The Awarded Shares are to be purchased by the trustee of the Company’s share award scheme on the Stock Exchange and to be held on trust for Mr. Chiau pursuant to the terms of the share award scheme of the Company. The Awarded Shares shall be vested to Mr. Chiau on the first anniversary of the date of grant, i.e. 16 August 2020, and subsequently delayed to 16 August 2021, which is mutually agreed between the Company and Mr. Chiau.

Save as disclosed above, as at 30 June 2020, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions of the SFO); (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were, pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange.

除上述根據本公司購股權計劃授予周星馳先生之購股權獲全面行使時將予配發及發行之10,500,000股股份外，周星馳先生（「周先生」）所持可換股債券獲全面行使時將予配發及發行36,764,704股股份。

於二零一九年八月十六日，根據董事會薪酬委員會的建議，董事會（包括所有獨立非執行董事）決定根據本公司的股份獎勵計劃向周先生授出8,550,000股獎勵股份（「獎勵股份」），以表彰周先生對本集團的貢獻以及對周先生未來對本集團的持續貢獻的獎勵。獎勵股份將由本公司股份獎勵計劃的受託人在聯交所購買，並根據本公司股份獎勵計劃的條款以信託形式代周先生持有。獎勵股份應於授出日期的一週年（即二零二零年八月十六日歸屬於周先生），並隨後延遲至二零二一年八月十六日，其為本公司與周先生共同協定。

除上文披露者外，於二零二零年六月三十日，本公司董事或最高行政人員概無於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中，擁有或被視作擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之任何權益或淡倉（包括彼等根據證券及期貨條例有關條文被當作或視作擁有之權益或淡倉）；(ii)根據證券及期貨條例第352條須記入該條所述登記冊之任何權益或淡倉；或(iii)根據GEM上市規則第5.46至5.67條有關董事進行證券交易之規定須知會本公司及聯交所之任何權益或淡倉。



## OTHER INFORMATION 其他資料

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

So far as known to the Directors, as at 30 June 2020, the following persons (not being Directors or chief executive of the Company) had, or was deemed to have, interests or short in the Shares or underlying Shares (i) which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO; or (ii) who is expected, directly and indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group or (iii) which were required, pursuant to section 336 of the SFO, to be entered in the register referred to therein:

#### Long position in the Shares and underlying Shares

### 主要股東及其他人士於股份及相關股份之權益

就董事所知，於二零二零年六月三十日，以下人士（非本公司董事或最高行政人員）於股份或相關股份中，擁有或被視作擁有(i)根據證券及期貨條例第XV部第2及3分部之條文須向本公司及聯交所披露之權益或淡倉；或(ii)預期直接及間接擁有任何類別股本（附帶權利可於任何情況下在本集團任何成員公司之股東大會上投票）面值10%或以上之權益或淡倉或(iii)根據證券及期貨條例第336條須記入該條所述登記冊之權益或淡倉：

#### 於股份及相關股份之好倉

Name of Shareholders	股東名稱	Number of Shares held 所持股份數目	Approximate percentage of issued share capital of the Company 佔本公司已發行股本概約百分比
Sinostar FE (PTC) Limited (Note 1)	Sinostar FE (PTC) Limited (附註1)	402,121,240	47.01%
Treasure Offshore Holdings Limited (Note 1)	Treasure Offshore Holdings Limited (附註1)	402,121,240	47.01%
Beglobal Investments Limited (Note 2)	Beglobal Investments Limited (附註2)	402,121,240	47.01%
Golden Treasure Global Investment Limited (Note 2)	Golden Treasure Global Investment Limited (附註2)	72,500,000	8.48%

#### Notes:

- Mr. Chiau Sing Chi, Ms. Chow Man Ki, Kelly and their family are the beneficiaries of a discretionary trust of which Sinostar FE (PTC) Limited ("Sinostar") is the trustee. Sinostar as the trustee of the discretionary trust is the sole shareholder of Treasure Offshore Holdings Limited, which is the sole shareholder of Beglobal Investments Limited.
- Beglobal Investments Limited directly holds 329,621,240 shares of the Company (representing approximately 38.53% of the issued share capital of the Company) and indirectly holds 72,500,000 shares of the Company (representing approximately 8.48% of the issued share capital of the Company) through Golden Treasure Global Investment Limited as at 30 June 2020.

#### 附註:

- 周星馳先生、周文姬女士及其家族為一個全權信託之受益人，而Sinostar FE (PTC) Limited (「Sinostar」)為該全權信託之受託人。作為全權信託之受託人，Sinostar為Treasure Offshore Holdings Limited之唯一股東，而該公司為Beglobal Investments Limited之唯一股東。
- 於二零二零年六月三十日，Beglobal Investments Limited直接持有329,621,240股本公司股份（佔本公司已發行股本約38.53%）及透過Golden Treasure Global Investment Limited間接持有72,500,000股本公司股份（佔本公司已發行股本約8.48%）。

# OTHER INFORMATION

## 其他資料

### SHARE OPTION SCHEME

The Company's share option scheme was adopted pursuant to written resolutions passed on 15 August 2012 (the "Scheme") for the primary purpose of providing incentives to directors, eligible employees and participants who have contributed to the Group, and will expire in 14 August 2022. Under the Scheme, the board of directors of the Company may grant options to full-time or part-time employees including directors (executive and non-executive) and any advisor, consultant, supplier, distributor, contractor, agent, business partner, promoter, service provider or customer of the Company or any of its subsidiaries, to subscribe for shares in the Company.

Details of the share options granted under the Schemes and any other schemes and movements in such holdings during the Period were as follows:

Category	Option type	Number of options held as at 1 April 2020 (Note 2) 於二零二零年四月一日所持購股權數目 (附註2)	Number of options granted	Number of options exercised	Number of options cancelled/lapsed (Note 2) 註銷/失效之購股權數目 (附註2)	Number of options held as at 30 June 2020 (Note 2) 於二零二零年六月三十日所持購股權數目 (附註2)
類別	購股權類別 (Note 1) (附註1)	'000 千份	'000 千份	'000 千份	'000 千份	'000 千份
Directors	2015A	5,000	-	-	-	5,000
董事	2016A	10,500	-	-	(750)	9,750
	2017A	8,500	-	-	-	8,500
	2018A	7,500	-	-	-	7,500
Employees	2018A	15,000	-	-	-	15,000
僱員						
Advisors	2015A	1,000	-	-	-	1,000
顧問	2016A	1,500	-	-	-	1,500
	2018A	22,500	-	-	-	22,500
		71,500	-	-	(750)	70,750

Note 1: Details of specific categories of share options are disclosed in note 4 to the condensed quarterly financial information.

Note 2: The number of share options mentioned are adjusted to reflect the share consolidation effective on 2 May 2019.

### 購股權計劃

根據於二零一二年八月十五日通過之書面決議案，本公司採納其購股權計劃（「該計劃」），主要旨在鼓勵董事、合資格僱員及曾為本集團作出貢獻之參與者，且將於二零二二年八月十四日屆滿。根據該計劃，本公司董事會可向本公司或其任何附屬公司之全職或兼職僱員包括董事（執行及非執行董事）及任何顧問、諮詢人、供應商、分銷商、承包商、代理、業務夥伴、發起人、服務供應商或客戶等授出購股權，以認購本公司股份。

於本期間，根據該等計劃及任何其他計劃授出之購股權及其變動詳情如下：

附註1：有關特定類別購股權之詳情於簡明季度財務資料附註4披露。

附註2：所述購股權數目經調整以反映二零一九年五月二日生效的股份合併。

# OTHER INFORMATION

## 其他資料

### THE SHARE AWARD SCHEME

On 14 August 2019 (the “Adoption Date”), the Board adopted the Share Award Scheme which has taken effect immediately. The following is a summary of the principal terms and conditions of the Share Award Scheme:

#### Purposes and objectives

The purposes of the Share Award Scheme are to recognise and reward the contribution of Eligible Persons, which are defined below, to the growth and development of the Group, to give incentives to Eligible Persons in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group.

#### Duration

Subject to any early termination as may be determined by the Board, the Share Award Scheme shall be valid and effective for a term of ten (10) years commencing on the Adoption Date.

#### Eligible Persons

Pursuant to the terms of the Share Award Scheme, the following classes of participants (each an “Eligible Person”) are eligible for participation in the Share Award Scheme:

- (a) any employee (an “Employee”) (whether full time or part time, including any executive director but excluding any non-executive director) of any member of the Group or any entity (the “Invested Entity”) in which the Group holds any equity interest;

### 股份獎勵計劃

於二零一九年八月十四日（「採納日期」），董事會採納股份獎勵計劃，並已即時生效。以下為股份獎勵計劃之主要條款及條件之概要：

#### 目的及目標

股份獎勵計劃之目的為表彰及獎勵合資格人士（定義如下）對本集團增長和發展之貢獻，並給予合資格人士獎勵以挽留彼等為本集團之持續經營和發展而努力，亦為本集團進一步發展吸引合適之人才。

#### 有效期

股份獎勵計劃將由採納日期起生效，有效期為十（10）年，惟董事會可決定提前終止。

#### 合資格人士

根據股份獎勵計劃之條款，下列類別的參與者（各稱為「合資格人士」）符合資格參與股份獎勵計劃：

- (a) 本集團任何成員公司或本集團於其中持有任何股權的任何實體（「被投資實體」）的任何僱員（「僱員」）（全職或兼職，包括任何執行董事惟不包括任何非執行董事）；

## OTHER INFORMATION 其他資料

- (b) any non-executive directors (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity;
  - (c) any adviser (professional or otherwise), consultant to or expert in any area of business or business development of any member of the Group or any Invested Entity; and
  - (d) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group,
- (b) 本公司、其任何附屬公司或任何被投資實體的任何非執行董事（包括獨立非執行董事）；
  - (c) 本集團任何成員公司或任何被投資實體於任何方面的業務或業務發展的任何顧問（專業或其他方面）、諮詢人或專家；及
  - (d) 透過合營企業、企業聯盟或其他業務安排的方式，已經或可能對本集團的發展及增長有所貢獻的任何其他組別或類別的參與者，

and, for the purposes of the Share Award Scheme, the awarded shares may be made to any company wholly owned by one or more of the above participant(s). The eligibility of any of the Eligible Persons to an awarded shares shall be determined by the Board from time to time on the basis of the Board's opinion as to his contribution and/or future contribution to the development and growth of the Group.

且就股份獎勵計劃而言，獎勵股份可能授予由上述一名或多名參與者全資擁有的任何公司。任何合資格人士獲得獎勵股份的資格，須經由董事會不時按董事會就其對本集團發展及增長作出的貢獻及／或未來貢獻的意見而釐定。

The grant of the awarded shares to the Eligible Person(s) is through (i) the purchase of awarded shares by the Company's administration committee or the trustee of the Share Award Scheme; and/or (ii) issue of new awarded shares under the general mandate approved at the Company's general meetings.

透過以下方式向合資格人士授予獎勵股份：(i) 本公司管理委員會或股份獎勵計劃的受託人購買獎勵股份；及／或(ii) 根據本公司股東大會批准的一般授權發行新的獎勵股份。

The Company has not granted any awarded shares for the three months ended 30 June 2020 and 2019.

截至二零二零年及二零一九年六月三十日止三個月，本公司並無授予任何獎勵股份。

For further details of the Share Award Scheme, please refer to the Company's announcement dated 14 August 2019.

有關股份獎勵計劃的更多詳情，請參閱本公司日期為二零一九年八月十四日的公告。

## OTHER INFORMATION 其他資料

### DIRECTORS' AND EMPLOYEES' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the sections headed "DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES" and "SHARE OPTION SCHEME" above, none of the Directors or employees of the Group or their associates were granted by the Company or its subsidiaries the rights to acquire shares or debentures of the Company or any other body corporate, or had exercised any such rights as at 30 June 2020.

### COMPETING INTEREST

None of the Directors, the management shareholders or the substantial shareholders of the Company, or any of their respective associates, has engaged in any business that competes or may compete with the business of the Group or has any other conflict of interest with the Group.

### PURCHASE, SALE OR REDEMPTION OF SHARES

For the three months ended 30 June 2020, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

### AUDIT COMMITTEE

The Company has established its audit committee (the "Committee") with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules. The primary duties of the Committee are to review the Company's annual report and accounts, interim report and quarterly reports and to provide advices and comments thereon to the Board. The Committee will also be responsible for reviewing and supervising the Company's financial reporting, risk management and internal control systems. The Committee comprises three independent non-executive Directors, namely Mr. Ong King Keung (Chairman), Ms. Choi Mei Ping and Mr. Tsui Wing Tak. The Group's unaudited results for the three months ended 30 June 2020 have been reviewed by the Committee who was of the opinion that the preparation of such results complied with the applicable accounting standards, the GEM Listing Rules and legal requirements and that adequate disclosures have been made.

### 董事及僱員購入股份或債券之權利

除上文「董事及最高行政人員於股份及相關股份之權益及淡倉」及「購股權計劃」兩節所披露者外，於二零二零年六月三十日，概無董事或本集團僱員或彼等之聯繫人獲本公司或其附屬公司授予權利購入本公司或任何其他法人團體之股份或債券，亦無行使任何該等權利。

### 競爭權益

概無董事、本公司管理層股東或主要股東或彼等各自的聯繫人從事任何與本集團業務競爭的業務或可能與本集團業務競爭的業務或與本集團有任何其他利益衝突的業務。

### 買賣或贖回股份

本公司或其任何附屬公司於截至二零二零年六月三十日止三個月概無買賣或贖回本公司任何上市證券。

### 審核委員會

本公司已遵照GEM上市規則第5.28條至第5.33條成立審核委員會（「委員會」），並書面訂下職權範圍。委員會之主要職責為審閱本公司之年報及賬目、中期報告及季度報告，並就此向董事會提供意見及建議。委員會亦將須負責檢討及監督本公司之財務匯報、風險管理及內部監控制度。委員會現由三名獨立非執行董事王競強先生（主席）、蔡美平女士及徐永得先生組成。委員會已審閱本集團截至二零二零年六月三十日止三個月之未經審核業績，並認為該等業績已遵照適用會計準則、GEM上市規則及法例規定編製，且已作出足夠披露。

## OTHER INFORMATION 其他資料

### COMPLIANCE OF CODE FOR DIRECTORS' SECURITIES TRANSACTION

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no exacting than the required standard of dealings set out in Rule 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company throughout the three months ended 30 June 2020.

By order of the Board

**Bingo Group Holdings Limited**  
**Lau Man Kit**  
*Executive Director*

Hong Kong, 14 August 2020

As at the date of this report, the Board comprises Mr. Chiau Sing Chi, Ms. Chow Man Ki Kelly and Mr. Lau Man Kit as executive Directors; Mrs. Chin Chow Chung Hang Roberta and Mr. Yip Yiu Bong as non-executive Directors; and Ms. Choi Mei Ping, Mr. Ong King Keung and Mr. Tsui Wing Tak as independent non-executive Directors.

### 遵守有關董事買賣證券之守則

本公司已採納有關董事買賣證券之行為守則，其條款不遜於GEM上市規則第5.48至5.67條規定之交易準則。經向全體董事作出特定查詢後，於截至二零二零年六月三十日止三個月，全體董事均已遵守規定之交易準則及本公司就董事買賣證券而採納之行為守則。

承董事會命

**比高集團控股有限公司**  
**執行董事**  
**劉文傑**

香港，二零二零年八月十四日

於本報告日期，董事會成員包括執行董事周星馳先生、周文姬女士及劉文傑先生；非執行董事陳鄒重珩女士及葉耀邦先生；以及獨立非執行董事蔡美平女士、王競強先生及徐永得先生。

