



**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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# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Chiau Sing Chi  
Chow Man Ki Kelly  
Lau Man Kit

#### Non-Executive Directors

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

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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

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# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### GENERAL

During the nine months ended 31 December 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 is the prime revenue generator of the Group in the Period. Approximately revenue of HK\$3.5 million and gross profit of HK\$2.0 million were generated during the Period. The Group’s revenue and gross profit from the Cinema Business for the Period declined as compared to revenue of HK\$22.1 million and gross profit of HK\$13.0 million generated in the nine months ended 31 December 2019 (the “Corresponding Period”). 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. In July 2020, cinemas in certain low-risk areas of the PRC were allowed to re-commence their businesses. The Group’s cinemas in Shanghai and Hangzhou have re-opened in August this year, and minimal amount of turnover was generated during the Period. It is, however, a good start to normalize the Group’s cinema operation. With respect to our cinema in Linan, we could not reach a conclusion of the business plan with the owner of the shopping mall where that cinema was located, and that cinema was closed in September 2020.

### 總覽

於截至二零二零年十二月三十一日止九個月（「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。

鑒於影院業務持續發展，此分部乃本集團本期間之最主要收益來源。本期間所產生收益及毛利分別約為3,500,000港元及2,000,000港元。與截至二零一九年十二月三十一日止九個月（「去年同期」）之收益及毛利分別為22,100,000港元及13,000,000港元相比，本期間本集團來自影院業務之收益及毛利錄得下跌。由於新冠狀病毒於二零二零年甫一開始爆發，自二零二零年一月下旬以來，杭州和上海的所有電影院無法營業。於二零二零年七月，中國若干低風險地區的電影院已獲准恢復營業。本集團於上海及杭州的電影院於本年八月重開，但期內營業額極微。然而，此為本集團電影院業務回復正常的好開始。就我們於臨安的電影院業務而言，我們未能就業務計劃與該電影院所在購物中心的擁有人達成定案，該電影院已於二零二零年九月結業。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

In the segment of Filmed Entertainment Business, the Group has established a joint venture which is named as 浙江比高家品牌管理有限公司 (Zhejiang Bingo Family Brand Management Company Limited, "Bingo Family") in Zhejiang in late November 2020. The Group holds 51% equity stake of Bingo Family. The principal businesses of Bingo Family are brand and IP management, KOL incubation and KOL live shows and e-commerce. Since its incorporation to 31 December 2020, Bingo Family was still running in a trial period and has brought revenue of approximately HK\$0.3 million to the Group.

On 9 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\$33.4 million) was lent to the JV Company. Another loan of RMB16 million (equivalent to HK\$18.2 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 during the Period. For further details, please refer to the Company's announcement dated 30 September 2019 and 7 November 2019.

就電影娛樂業務分部而言，本集團於二零二零年十一月底於浙江成立一間合營公司，名稱為浙江比高家品牌管理有限公司（「比高家」）。本集團持有比高家51%股權。比高家的主要業務為品牌及IP管理、網紅孵化、網紅直播及電子商務。自其註冊成立至二零二零年十二月三十一日，比高家仍處於試運營期，並已為本集團帶來收益約300,000港元。

於二零一八年二月九日，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33,400,000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18,200,000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元及應計利息已於本期間向比高電影作出償還。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。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

During the third quarter of fiscal year 2019/20, the Company has noted that Mr. Yin Gang (“Mr. Yin”), a then director of certain non-wholly owned subsidiaries of the Group, would have misappropriated funds of approximately RMB13 million (equivalent to approximately HK\$14.5 million) from two non-wholly owned subsidiaries of the Company established in the People’s Republic of China for his personal uses. The Company is in the course of seeking legal advices and will take appropriate actions against Mr. Yin. Please refer to the Company’s announcement dated 5 February 2020 for further details.

### FINANCIAL REVIEW

During the Period, the Group recorded a total turnover of approximately HK\$3.8 million, representing a decrease of approximately HK\$18.3 million compared with that of approximately HK\$22.1 million in the Corresponding Period. The turnover of the Group for the Period and the Corresponding Period principally represented revenue from Cinema Business. As mentioned in the “OPERATION REVIEW” above, the Group has generated revenue of approximately HK\$0.3 million from the KOL e-commerce business of Bingo Family. Loss for the Period of approximately HK\$18.6 million was recorded. As compared with the loss of HK\$33.1 million for the Corresponding Period, the loss decreased by approximately HK\$14.5 million, which principally reflected the loss on misappropriation of funds of Rmb13 million (equivalent to HK\$14.5 million) by Mr. Yin, which was recorded in the third quarter of the fiscal year of 2019/20.

於二零一九／二零年財政年度第三季度，本公司注意到本集團若干非全資附屬公司當時的董事印鋼先生（「印先生」）從在中華人民共和國成立的兩家非全資附屬公司挪用資金約人民幣13,000,000元（相當於約14,500,000港元），並供個人使用。本公司正在徵求法律意見，並將對印先生採取適當的行動。有關更多詳細信息，請參閱公司二零二零年二月五日的公告。

### 財務回顧

於本期間，本集團錄得總營業額約3,800,000港元，較去年同期約22,100,000港元減少約18,300,000港元。本集團於本期間及去年同期之營業額主要指影院業務之收益。誠如上文「業務回顧」所述，本集團已經從比高家網紅電子商務業務產生收益約300,000港元。本期間錄得虧損約18,600,000港元。與去年同期之虧損33,100,000港元比較，虧損減少約14,500,000港元，乃主要反映有關印先生挪用資金人民幣13,000,000元（相當於14,500,000港元）之虧損，該虧損乃記錄於二零一九／二零年財政年度第三季度。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### OUTLOOK

As of the date of this quarterly report, the coronavirus outbreak has killed more than two million people and infected over 100 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.

In November 2020, a wholly owned subsidiary of the Company entered into an agreement (“JV Agreement”) to establish a joint venture — Bingo Family, in Huzhou City, Zhejiang Province, the PRC. Bingo Family is engaged principally in brand and IP management, KOL incubation and KOL live shows and e-commerce. Bingo Family has been running business in trial period during December 2020.

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. The Group has entered into an agreement with Lechuang in relation to the formation of the 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 million (equivalent to approximately HK\$18.2 million as at 30 September 2020) 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

於本季度報告日期，新冠病毒爆發已令全球超過2,000,000人死亡，並超過100,000,000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。電影院自二零二零年初已被命令停業以來，中國若干電影院於二零二零年七月下旬方獲准重新開業。

儘管上述新冠狀病毒的廣泛傳播，本集團可能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產業。

於二零二零年十一月，本公司一間全資附屬公司就於中國浙江省湖州市成立一間合營公司 — 比高家訂立協議（「合營協議」）。比高家主要從事品牌及知識產權管理、網紅孵化、網紅直播及電子商務。比高家於二零二零年十二月已經處於試運營期。

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。本集團已與樂創就成立合營公司訂立協議。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，並已於二零一九年九月向合營公司授出貸款，金額為人民幣16,000,000元（於二零二零年九月三十日相當於約18,200,000港元）。

董事會相信，本集團現有業務可與上述新業務產生協同效應，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 and nine months ended 31 December 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十二月三十一日止三個月及九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

		Notes 附註	Three months ended 31 December 截至十二月三十一日 止三個月		Nine months ended 31 December 截至十二月三十一日 止九個月	
			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)	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)
Turnover	營業額	2	2,536	6,619	3,800	22,086
Cost of sales	銷售成本		(1,231)	(2,678)	(1,815)	(9,100)
Gross profit	毛利		1,305	3,941	1,985	12,986
Other revenue and other net income	其他收益及其他淨收入	3	755	251	1,837	1,311
Selling and marketing expenses	銷售及營銷開支		(678)	(1,052)	(731)	(1,968)
Administrative expenses	行政開支		(3,416)	(7,159)	(17,069)	(25,444)
Share-based payments	以股份為基礎之付款	4	(107)	(613)	(2,566)	(736)
Share of result of an associate	分佔一間聯營公司之業績		(4)	-	58	(3)
Finance costs	融資成本	5	(587)	(1,604)	(2,069)	(4,763)
Other expense	其他開支	6	-	(14,512)	-	(14,512)
Loss before taxation	除稅前虧損	7	(2,732)	(20,748)	(18,555)	(33,129)
Taxation	稅項	8	-	-	(15)	(131)
<b>Loss for the period</b>	<b>本期間虧損</b>		<b>(2,732)</b>	<b>(20,748)</b>	<b>(18,570)</b>	<b>(33,260)</b>
<b>Loss attributable to:</b>	<b>應佔虧損：</b>					
Owners of the Company	本公司擁有人		(2,303)	(13,950)	(16,435)	(26,091)
Non-controlling interests	非控股權益		(429)	(6,798)	(2,135)	(7,169)
			(2,732)	(20,748)	(18,570)	(33,260)
Dividend	股息	9	-	-	-	-
<b>Loss per share (cents per share)</b>	<b>每股虧損(每股仙)</b>					
Basic and diluted	基本及攤薄	10	(0.27)	(1.63)	(1.92)	(3.05)

# CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

## 簡明綜合其他全面收益表

		Three months ended 31 December 截至十二月三十一日 止三個月		Nine months ended 31 December 截至十二月三十一日 止九個月	
		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)	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)
<b>Loss for the period</b>	本期間虧損	<b>(2,732)</b>	(20,748)	<b>(18,570)</b>	(33,260)
<b>Other comprehensive loss</b>	其他全面虧損				
Items that may be reclassified subsequently to profit or loss:	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	<b>(198)</b>	219	<b>(356)</b>	(1,473)
Other comprehensive loss for the period, net of tax	本期間其他全面虧損，扣除稅項	<b>(198)</b>	219	<b>(356)</b>	(1,473)
<b>Total comprehensive loss for the period</b>	本期間全面虧損總額	<b>(2,930)</b>	(20,529)	<b>(18,926)</b>	(34,733)
<b>Total comprehensive loss attributable to:</b>	應佔全面虧損總額：				
Owners of the Company	本公司擁有人	<b>(2,491)</b>	(13,721)	<b>(16,795)</b>	(27,631)
Non-controlling interests	非控股權益	<b>(439)</b>	(6,808)	<b>(2,131)</b>	(7,102)
		<b>(2,930)</b>	(20,529)	<b>(18,926)</b>	(34,733)

# 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 nine months ended 31 December 2020 are consistent with those used in the Group’s annual financial statements for the year ended 31 March 2020 except as described below.

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 third quarterly 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十二月三十一日止九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，惟下列所述者除外。

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。

第三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:

### 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：

	Three months ended 31 December 截至十二月三十一日 止三個月		Nine months ended 31 December 截至十二月三十一日 止九個月	
	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)	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	2,237	6,619	3,501	22,086
Revenue from KOL e-commerce business	299	-	299	-
	<b>2,536</b>	<b>6,619</b>	<b>3,800</b>	<b>22,086</b>

### 3. OTHER REVENUE AND OTHER NET INCOME

	Three months ended 31 December 截至十二月三十一日 止三個月		Nine months ended 31 December 截至十二月三十一日 止九個月	
	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)	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	50	178	163	682
Government grants (Note 1)	394	64	990	600
Rent concession	194	-	538	-
Others	117	9	146	29
	<b>755</b>	<b>251</b>	<b>1,837</b>	<b>1,311</b>

Note 1: The government grants represent the subsidies received by the Group (i) from the government of the PRC for the operation of cinemas in the PRC; and (ii) from the government of the HKSAR for the Employment Support Scheme in Hong Kong. There are no unfulfilled conditions or contingencies relating to these grants.

附註1：政府補貼指本集團就(i)於中國營運影院獲中國政府提供補貼；及(ii)來自香港特別行政區政府的香港保就業計劃所獲的補貼。概無有關該等補貼之未達成條件或是或然事項。

# 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, share option scheme and share award scheme for its directors, employees and advisers of the Group. Details of the convertible bonds, share options and share award 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 31 December 2020:	於二零二零年十二月三十一日未償還金額:	-	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

本公司為本集團之董事、僱員及顧問提供可換股債券、購股權計劃及股份獎勵計劃。可換股債券、購股權及股份獎勵之詳情如下：

#### 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 31 December 2020:	於二零二零年十二月三十一日未償還金額:	-	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 nine months ended 31 December 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	2020A
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	14-7-2020 二零二零年 七月十四日
Number of options granted:	授出購股權數目:	40,250,000 <i>(note c)</i> <i>(附註c)</i>	85,500,000 <i>(note c)</i> <i>(附註c)</i>	39,750,000 <i>(note c)</i> <i>(附註c)</i>	45,000,000 <i>(note c)</i> <i>(附註c)</i>	25,500,000
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	14-7-2020- 13-7-2025 二零二零年 七月十四日至 二零二五年 七月十三日
Exercise price:	行使價格:	HK\$0.940港元 <i>(note c)</i> <i>(附註c)</i>	HK\$0.720港元 <i>(note c)</i> <i>(附註c)</i>	HK\$0.540港元 <i>(note c)</i> <i>(附註c)</i>	HK\$0.168港元 <i>(note c)</i> <i>(附註c)</i>	HK\$0.074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	HK\$892,500 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十二月三十一日止九個月，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。



# NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

## 簡明季度財務資料附註

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

#### Share Award

On 14 August 2019, the Company adopted a share award scheme (the "Share Award Scheme") and granted share awards up to 31 December 2020, as follows:

Date of grant 授出日期	Category 類別	Number of awarded shares granted 已授出獎勵股份數目	Original vesting period 最初歸屬期
16 August 2019 二零一九年 八月十六日	Director: Chiau Sing Chi 董事：周星馳	8,550,000 8,550,000股	One year from the date of grant* 自授出日期起計一年*
14 October 2019 二零一九年 十月十四日	Director: Chow Man Ki Kelly 董事：周文姬	4,240,000 4,240,000股	One year from the date of grant* 自授出日期起計一年*
	Employees (in aggregate)	12,780,000	50% of the awarded shares were vested on the first anniversary of the date of the grant and another 50% were vested on the second anniversary of the date of the grant*# 50% 獎勵股份已於授出日期之首週年日歸屬，另外50%則於授出日期之第二週年日歸屬*#
	僱員（合計）	12,780,000股	
	Advisors (in aggregate)	17,080,000	50% of the awarded shares were vested on the first anniversary of the date of the grant and another 50% were vested on the second anniversary of the date of the grant*# 50% 獎勵股份已於授出日期之首週年日歸屬，另外50%則於授出日期之第二週年日歸屬*#
	顧問（合計）	17,080,000股	

\* As additional time is required for the trustee to acquire the awarded shares on market, subject to the terms and conditions of the Share Award Scheme, the Company and the grantees mutually agreed that the awarded shares, which were originally vested on the first anniversary of the date of grant, would change to be vested to the grantees on the second anniversary of the date of grant or the date when the trustee has completed the acquisition of all the awarded shares on market, whichever is earlier.

# 8,540,000 awarded shares granted to an employee and 17,080,000 awarded shares to advisors were lapsed in October 2020. Please refer to the Company's announcement dated 15 October 2020 for further details.

### 4. 以股份為基礎之付款(續)

#### 股份獎勵

於二零一九年八月十四日，本公司採納股份獎勵計劃（「股份獎勵計劃」）並授出截至二零二零年十二月三十一日止的股份獎勵如下：

\* 由於受託人需額外時間收購市場上的獎勵股份，在受限於股份獎勵計劃的條款及條件下，本公司及承授人互相同意，獎勵股份（最初歸屬於授予日期的一週年）將改為於授出日期之第二週年日或受託人已完成收購市場上所有獎勵股份當日（以較早者為準）歸屬承授人。

# 授予一名僱員的8,540,000股獎勵股份及授予顧問的17,080,000股獎勵股份已於二零二零年十月失效。請參閱本公司日期為二零二零年十月十五日之公告以了解進一步詳情。

# NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

## 簡明季度財務資料附註

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

The share-based payments related to the above share awards are as follows:

		Three months ended 31 December 截至十二月三十一日 止三個月		Nine months ended 31 December 截至十二月三十一日 止九個月	
		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)	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)
Directors	董事	14	326	570	449
Employees	僱員	51	123	483	123
Advisors	顧問	42	164	1,513	164
		107	613	2,566	736

### 4. 以股份為基礎之付款(續)

有關上述股份獎勵之以股份為基礎之付款如下：

### 5. FINANCE COSTS

		Three months ended 31 December 截至十二月三十一日 止三個月		Nine months ended 31 December 截至十二月三十一日 止九個月	
		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)	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)
Imputed interest on convertible bonds	可換股債券之推算利息	482	1,160	1,646	3,337
Interest expenses on lease liabilities	租賃負債利息支出	105	444	423	1,426
		587	1,604	2,069	4,763

### 5. 融資成本

### 6. OTHER EXPENSE

During the third quarter of fiscal year 2019/20, the Company has noted that Mr. Yin Gang, a then director of certain non-wholly owned subsidiaries of the Group, would have misappropriated funds of approximately RMB13 million (equivalent to approximately HK\$14.5 million) from two non-wholly owned subsidiaries of the Company established in the People's Republic of China for his personal uses. This amount was expensed off during the nine months ended 31 December 2019.

### 6. 其他開支

於二零一九／二零年財政年度第三季度，本公司注意到本集團若干非全資附屬公司當時的董事印鋼先生從在中華人民共和國成立的兩家非全資附屬公司挪用資金約人民幣13,000,000元（相當於約14,500,000港元），並供個人使用。該金額於截至二零一九年十二月三十一日止九個月支出。

# NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

## 簡明季度財務資料附註

### 7. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging/  
(crediting):

### 7. 除稅前虧損

除稅前虧損乃經扣除／(抵免)以下各項後  
達致：

		Three months ended 31 December 截至十二月三十一日 止三個月		Nine months ended 31 December 截至十二月三十一日 止九個月	
		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)	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	影院業務直接開支	936	2,678	1,520	9,100
Direct expenses of KOL e-commerce business	網紅電子商務業務直接開支	295	-	295	-
Depreciation of property, plant and equipment	物業、廠房及設備折舊	290	484	1,377	1,804
Depreciation of right-of-use assets	使用權資產折舊	404	843	1,806	2,492
Exchange (gain)/loss	匯兌(收益)/虧損	(1,177)	(17)	(1,875)	1,516
Impairment of deposits paid and other receivables	已付按金及其他應收款項減值	-	-	369	-
Impairment of right-of-use assets	使用權資產減值	-	-	7,144	-
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	-	2,981	-
Write-back of lease liabilities	撇減租賃負債	-	-	(7,038)	-
Staff costs (including directors' remuneration)	員工成本(包括董事酬金)				
- Salaries and allowance	- 薪金及津貼	2,286	3,506	6,318	9,611
- Equity settled share-based payments under Share Award Scheme	- 根據股份獎勵計劃以權益結算以股份為基礎付款	65	449	1,053	572
- Retirement scheme contributions	- 退休計劃供款	160	298	490	958
Equity settled share-based payments paid to advisors	已付顧問之權益結算以股份為基礎之付款	42	164	1,513	164

# NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

## 簡明季度財務資料附註

### 8. TAXATION

### 8. 稅項

	Three months ended 31 December 截至十二月三十一日 止三個月		Nine months ended 31 December 截至十二月三十一日 止九個月	
	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)	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 comprises: 稅項支出包括:				
Current tax 即期稅項				
The PRC 中國	-	-	15	131

No provision for Hong Kong profits tax was made by the Group as the Group did not derive any assessable profits in Hong Kong for the nine months ended 31 December 2020 and 2019.

由於本集團於截至二零二零年及二零一九年十二月三十一日止九個月並無於香港產生任何應課稅溢利，故本集團並無就香港利得稅計提撥備。

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for the nine months ended 31 December 2020 and 2019.

截至二零二零年及二零一九年十二月三十一日止九個月，中國附屬公司須按稅率25%繳付中國企業所得稅。

### 9. DIVIDEND

### 9. 股息

The Directors do not recommend the payment of any dividend for the nine months ended 31 December 2020 (nine months ended 31 December 2019: Nil).

董事並不建議派付截至二零二零年十二月三十一日止九個月之任何股息（截至二零一九年十二月三十一日止九個月：無）。

# NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

## 簡明季度財務資料附註

### 10. LOSS PER SHARE

Basic and diluted loss per share

### 10. 每股虧損

每股基本及攤薄虧損

	Three months ended 31 December 截至十二月三十一日 止三個月		Nine months ended 31 December 截至十二月三十一日 止九個月	
	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)	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)
Basic and diluted loss per share 每股基本及攤薄虧損	(0.27)	(1.63)	(1.92)	(3.05)

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

計算每股基本虧損所用本期間虧損及普通股加權平均股數如下：

	Three months ended 31 December 截至十二月三十一日 止三個月		Nine months ended 31 December 截至十二月三十一日 止九個月	
	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)	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	(2,303)	(13,950)	(16,435)	(26,091)

# NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

## 簡明季度財務資料附註

### 10. LOSS PER SHARE (Continued)

Basic and diluted loss per share (Continued)

	Three months ended 31 December 截至十二月三十一日 止三個月		Nine months ended 31 December 截至十二月三十一日 止九個月	
	2020 二零二零年	2019 二零一九年 (Restated) (重列)	2020 二零二零年	2019 二零一九年 (Restated) (重列)
Weighted average number of ordinary shares for the purpose of basis loss per share	855,384,669	855,384,669	855,384,669	855,384,669

The weighted average numbers of ordinary shares for the purpose of calculating basic loss per share have been retrospectively adjusted to reflect the share consolidation with effect from 2 May 2019.

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 nine months ended 31 December 2020 and 2019 because they are antidilutive in calculating the diluted loss per share.

### 11. TERMINATION OF THE OPERATION OF A CINEMA

In September 2020, the Group has terminated the operation of a cinema of Hangzhou Linan Bingo Cinema Company Limited due to the poor business environment. Loss on the aforesaid termination of approximately HK\$3,456,000, which were the net amount of impairment loss of deposits paid and other receivables of approximately HK\$369,000, impairment loss of right-of-use assets of approximately HK\$7,144,000, loss on disposal of property, plant and equipment of approximately HK\$2,981,000 and the write-back of lease liabilities of approximately HK\$7,038,000, was recorded during the nine months ended 31 December 2020.

### 10. 每股虧損 (續)

每股基本及攤薄虧損 (續)

	Three months ended 31 December 截至十二月三十一日 止三個月		Nine months ended 31 December 截至十二月三十一日 止九個月	
	2020 二零二零年	2019 二零一九年 (Restated) (重列)	2020 二零二零年	2019 二零一九年 (Restated) (重列)
Weighted average number of ordinary shares for the purpose of basis loss per share	855,384,669	855,384,669	855,384,669	855,384,669

就計算每股基本虧損之普通股加權平均股數已追溯調整，以反映自二零一九年五月二日起生效的股份合併。

在計算截至二零二零年及二零一九年十二月三十一日止九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。

### 11. 終止一家影院營運

由於業務環境惡劣，本集團於二零二零年九月終止於杭州臨安比高電影院有限公司的一家影院營運。上述終止的虧損約為3,456,000港元，包括已付按金及其他應收款項的減值虧損淨額約369,000港元、使用權資產的減值虧損約7,144,000港元、出售物業、廠房及設備的虧損約2,981,000港元以及撇減租賃負債約為7,038,000港元，其於截至二零二零年十二月三十一日止九個月記錄。

# NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

## 簡明季度財務資料附註

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

### 12. 簡明綜合權益變動表

		Share capital	Share premium	Contributed surplus	Equity component of convertible bonds	Share option reserve	Shares held for the share award scheme	Exchange reserve	Accumulated losses	Attributable to owners of the Company	Non-controlling interests	Total
		股本	股份溢價	實繳盈餘	可換股債券權益部分	購股權儲備	股份獎勵計劃所持股份	匯兌儲備	累計虧損	擁有人應佔	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	-	-	-	-	-	-	-	(26,091)	(26,091)	(7,169)	(33,260)
Other comprehensive income/(loss) for the period	本期間其他全面收益/(虧損)	-	-	-	-	-	-	(1,540)	-	(1,540)	67	(1,473)
Total comprehensive loss for the period	本期間全面虧損總額	-	-	-	-	-	-	(1,540)	(26,091)	(27,631)	(7,102)	(34,733)
Equity settled share award arrangement	以權益結算之股份獎勵安排	-	-	-	-	-	736	-	-	736	-	736
Capital reorganisation	資本重組	(128,307)	-	128,307	-	-	-	-	-	-	-	-
At 31 December 2019 (Unaudited)	於二零一九年十二月三十一日 (未經審核)	8,554	420,810	132,237	76,520	53,022	736	(2,768)	(647,927)	41,184	2,754	43,938
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	-	-	-	-	-	-	-	(16,435)	(16,435)	(2,135)	(18,570)
Other comprehensive (loss)/income for the period	本期間其他全面(虧損)/收益	-	-	-	-	-	-	(360)	-	(360)	4	(356)
Total comprehensive loss for the period	本期間全面虧損總額	-	-	-	-	-	-	(360)	(16,435)	(16,795)	(2,131)	(18,926)
Redemption of convertible bonds	贖回可換股債券	-	-	-	(25,507)	-	-	-	25,507	-	-	-
Issue of share options	發行購股權	-	-	-	-	893	-	-	-	893	-	893
Lapse of share options	購股權失效	-	-	-	-	(3,596)	-	-	3,596	-	-	-
Lapse of share awards	股份獎勵失效	-	-	-	-	-	(1,730)	-	1,730	-	-	-
Acquisition of non-controlling interests in subsidiaries	收購附屬公司的非控股權益	-	-	-	-	-	-	-	(6,259)	(6,259)	5,532	(727)
Equity settled share award arrangement	以權益結算之股份獎勵安排	-	-	-	-	-	1,673	-	-	1,673	-	1,673
At 31 December 2020 (Unaudited)	於二零二零年十二月三十一日 (未經審核)	8,554	420,810	132,237	41	7,563	1,663	(2,006)	(553,819)	15,043	(536)	14,507

## OTHER INFORMATION 其他資料

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

As at 31 December 2020, the following 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 周星馳先生	Beneficial owner 實益擁有人	27,573,529	3.22%
	Held by trust (Note 1) 由信託持有 (附註1)	402,121,240	47.01%
Ms. Chow Man Ki Kelly 周文姬女士	Held by trust (Note 1) 由信託持有 (附註1)	402,121,240	47.01%

#### 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 31 December 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

於二零二零年十二月三十一日，下列本公司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十二月三十一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 share award scheme (the “Share Award Scheme”) was approved by the Board on 14 August 2019 (the “Adoption Date”). The purposes of the Share Award Scheme are to recognise and reward the contribution of eligible persons (“Eligible Person(s)”), 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.

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;
- (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,

and, for the purposes of the Share Award Scheme, the award 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 award 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.

### 於本公司相關股份之好倉

股份獎勵計劃(「股份獎勵計劃」)已於二零一九年八月十四日(「採納日期」)獲董事會批准。股份獎勵計劃的目的旨在認可合資格人士(「合資格人士」)的貢獻及向彼等提供獎勵以留住彼等繼續協助本集團的營運及發展以及吸引合適人才以推動本集團的進一步發展。

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)；
- (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，

且就股份獎勵計劃而言，獎勵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。

## OTHER INFORMATION 其他資料

The total number of all the shares purchased by the trustee under the Share Award Scheme must not exceed 10% of the issued shares as at the Adoption Date (being 85,538,466 shares) unless the Board otherwise decides. The maximum number of shares which can be awarded to any selected employee under the Share Award Scheme is limited to 1% of the issued share capital of the Company as at the Adoption Date.

During the Period, the Company had not purchased any of the Company's existing shares on the market for the purpose of the Share Award Scheme.

No awarded shares was granted during the Period. The details of awarded shares granted since adoption of the Share Award Scheme are as follows:

除董事會另行決定者外，受託人根據股份獎勵計劃購買的所有股份總數不得超過於採納日期已發行股份的10%（即85,538,466股股份）。根據股份獎勵計劃向任何一名選定的僱員獎勵的股份數目上限，不得超過於採納日期本公司已發行股份的1%。

本期間內，本公司並無就股份獎勵計劃於市場上購買本公司任何現有股份。

於本期間並無授予獎勵股份。自採納股份獎勵計劃起授予獎勵股份詳情如下：

Date 日期	Grantees 承授人	Number of awarded shares 獎勵股份數
16 August 2019 二零一九年八月十六日	Mr. Chiau Sing Chi ( <i>Executive Director</i> ) 周星馳先生（執行董事）	8,550,000
14 October 2019 二零一九年十月十四日	Ms. Chow Man Ki Kelly ( <i>Executive Director</i> ) 周文姬女士（執行董事）	4,240,000
14 October 2019 二零一九年十月十四日	Non-directors (in aggregate) 非董事（合計）	29,860,000

As at the date of this quarterly report, no share of the Company was held by the trustee.

於本季度報告日期，受託人並無持有本公司股份。

The Company adopted a share options scheme on 15 August 2012 which the Board may, at their discretion, offer employees, non-executive Directors, independent non-executive 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.

本公司已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、非執行董事、獨立非執行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。

## OTHER INFORMATION 其他資料

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:

本期間內，該計劃及任何其他計劃項下授予董事之購股權及其變動詳情如下：

Name of Directors 董事姓名	Option type 購股權類別 (Note 1) (附註1)	Number of options held as at 1 April 2020 於二零二零年四月一日所持購股權數目 (Note 2) (附註2)	Number of options granted during the Period 於本期間授出之購股權數目	Number of options exercised during the Period 於本期間行使之購股權數目	Number of options cancelled/lapsed during the Period 於本期間已註銷/失效之購股權數目	Number of options held as at 31 December 2020 於二零二零年十二月三十一日所持購股權數目
		'000 千份	'000 千份	'000 千份	'000 千份	'000 千份
Mr. Chiau Sing Chi 周星馳先生	2015A	2,000	-	-	(2,000)	-
Ms. Chow Man Ki Kelly 周文姬女士	2017A	8,500	-	-	-	8,500
	2015A	750	-	-	(750)	-
	2016A	7,500	-	-	-	7,500
	2018A	7,500	-	-	-	7,500
Mr. Lau Man Kit 劉文傑先生	2015A	750	-	-	(750)	-
	2016A	750	-	-	-	750
Mrs. Chin Chow Chung Hang Roberta 陳鄒重珩女士	2015A	750	-	-	(750)	-
	2016A	750	-	-	-	750
Ms. Choi Mei Ping 蔡美平女士	2015A	750	-	-	(750)	-
	2016A	750	-	-	-	750
Mr. Tsoi Chiu Yuk (Note 3) 蔡朝旭先生 (附註3)	2016A	750	-	-	(750)	-
<b>Total 總計</b>		<b>31,500</b>	<b>-</b>	<b>-</b>	<b>(5,750)</b>	<b>25,750</b>

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

附註1：有關特定類別購股權的詳情，已於簡明財務資料附註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

As mentioned above, in addition to 8,500,000 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 and 8,550,000 number of Shares granted to him pursuant to the Share Award Scheme, 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.

Save as disclosed above, as at 31 December 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 of 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.

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

So far as known to the Directors, as at 31 December 2020, the following person (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:

誠如上文所述，除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8,500,000股股份及根據股份獎勵計劃授予其之8,550,000股股份外，周星馳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。

除上文披露者外，於二零二零年十二月三十一日，董事或本公司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。

### 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，於二零二零年十二月三十一日，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（賦予其持有人權利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%或以上權益之權益或淡倉；或(iii)根據證券及期貨條例第336條須記錄於該條所述登記冊之權益或淡倉：

## OTHER INFORMATION 其他資料

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

於本公司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%

Note:

- 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 31 December 2020.

附註:

- 周星馳先生、周文姬女士及彼等家族為一個全權信託的受益人，Sinostar FE (PTC) Limited (「Sinostar」) 為該全權信託之受託人。Sinostar 作為全權信託之受託人，為 Treasure Offshore Holdings Limited 之唯一股東，而該公司為 Beglobal Investments Limited 之唯一股東。
- 於二零二零年十二月三十一日，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%）。

Save as disclosed above, as at 31 December 2020, the Directors are not aware of any other person (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares or underlying Shares (including any interests in options in respect of such capital), 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 who was directly or 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.

除上文披露者外，於二零二零年十二月三十一日，董事概不知悉任何其他人士（本公司董事及最高行政人員除外）於股份或相關股份（包括有關該等股本之購股權之任何權益）中，擁有或被視作擁有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，或直接或間接擁有任何類別股本（賦予其持有人權利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% 或以上權益。

# OTHER INFORMATION

## 其他資料

### SHARE OPTION SCHEME

The Company's share option scheme was adopted pursuant to resolution 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 to the Directors under the Scheme and movements in such holdings during the Period were as follows:

### 購股權計劃

根據於二零一二年八月十五日通過之決議案，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，根據該計劃授予董事之購股權及其變動詳情如下：

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 during the Period 於本期間授出之購股權數目	Number of options exercised during the Period 於本期間行使之購股權數目	Number of options cancelled/lapsed during the Period (Note 2) 於本期間已註銷/失效之購股權數目 (附註2)	Number of options held as at 31 December 2020 (Note 2) 於二零二零年十二月三十一日 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 董事	2015A	5,000	-	-	(5,000)	-
	2016A	10,500	-	-	(750)	9,750
	2017A	8,500	-	-	-	8,500
	2018A	7,500	-	-	-	7,500
Employees 僱員	2018A	15,000	-	-	(7,500)	7,500
Advisors 顧問	2015A	1,000	-	-	(1,000)	-
	2016A	1,500	-	-	-	1,500
	2018A	22,500	-	-	(15,000)	7,500
	2020A	-	25,500	-	-	25,500
		71,500	25,500	-	(29,250)	67,750

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。

# 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;
- (b) any non-executive directors (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity;

### 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（定義見下文）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）；
- (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）；

## OTHER INFORMATION 其他資料

- (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,

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.

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.

Save as the awarded shares granted on 16 August 2019 and 14 October 2019 (see note 4 to the condensed quarterly financial information), the Company has not granted any awarded shares for the nine months ended 31 December 2020 and 2019.

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

- (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,

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。

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。

除於二零一九年八月十六日及二零一九年十月十四日授出獎勵股份(參閱簡明季度財務資料附註4)之外,截至二零二零年及二零一九年十二月三十一日止九個月,本公司並無授予任何獎勵股份。

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 OPTIONS 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 31 December 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 nine months ended 31 December 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 nine months ended 31 December 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權證之權利

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，概無董事或本集團之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權證，或已於二零二零年十二月三十一日行使任何該等權利。

### 競爭權益

本公司董事、管理層股東或主要股東或彼等各自任何聯繫人概無從事任何與本集團業務構成或可能構成競爭或與本集團有任何其他利益衝突之業務。

### 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十二月三十一日止九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十二月三十一日止九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 nine months ended 31 December 2020.

By order of the Board  
**Bingo Group Holdings Limited**  
**Lau Man Kit**  
*Executive Director*

Hong Kong, 10 February 2021

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條所載規定之交易準則。經向全體董事作出特定查詢後，於截至二零二零年十二月三十一日止九個月，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，二零二一年二月十日

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。

