

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5
FORMS RELATING TO LISTING
FORM F
GEM
COMPANY INFORMATION SHEET

Case Number: _____

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: Bingo Group Holdings Limited

Stock code (ordinary shares): 8220

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on GEM of The Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 29 July 2022...

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 12 November 2002

Name of Sponsor(s): N/A

Names of directors:
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)

Executive directors
CHIAU Sing Chi
CHOW Man Ki Kelly
LAU Man Kit
CHOW Nga Chee Alice
YIP Yiu Bong

Independent non-executive directors
CHOI Mei Ping
TSUI Wing Tak
CHAN Yuet Ching

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Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Name of Shareholders	Number of shares of the Company held	Approximate percentage of issued shares of the Company
CHIAU Sing Chi	42,969,476	41.86%
CHOW Man Ki Kelly	40,212,124	39.17%
Sinostar FE (PTC) Limited	40,212,124	39.17%
Treasure Offshore Holdings Limited	40,212,124	39.17%
Beglobal Investments Limited	40,212,124	39.17%

Mr. CHIAU Sing Chi and Ms. CHOW Man Ki Kelly 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 32,962,124 shares of the Company (representing approximately 32.11% of the issued share capital of the Company) and indirectly holds 7,250,000 shares of the Company (representing approximately 7.06% of the issued share capital of the Company) through its wholly-owned subsidiary, Golden Treasure Global Investment Limited

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

N/A

Financial year end date:

31 March

Registered address:

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

Web-site address (if applicable):

www.bingogroup.com.hk

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Share registrar: [Principal share registrar and transfer office in the Cayman Islands](#)
Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive, P.O. Box 2681,
Grand Cayman KY1-1111, Cayman Islands

[Branch share registrar and transfer office in Hong Kong](#)
Tricor Tengis Limited
Level 54, Hopewell Centre,
183 Queen's Road East, Hong Kong

Auditors: [Cheng & Cheng Limited](#)
Levels 35 & 36, Tower 1, Enterprise Square Five, 38 Wang Chiu
Road, Kowloon Bay, Kowloon, Hong Kong

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Group was principally engaged in movie production, licensing and derivatives, crossover marketing and provision of interactive contents and cinema investment and management.

C. Ordinary shares

Number of ordinary shares in issue: [102,644,466](#)

Par value of ordinary shares in issue: [HK\\$0.10](#)

Board lot size (in number of shares): [10,000](#)

Name of other stock exchange(s) on which ordinary shares are also listed: [N/A](#)

D. Warrants

Stock code: [N/A](#)

Board lot size: [N/A](#)

Expiry date: [N/A](#)

Exercise price: [N/A](#)

Conversion ratio: [N/A](#)
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: [N/A](#)

No. of shares falling to be issued upon the exercise of outstanding warrants: [N/A](#)

E. Other securities

Details of any other securities in issue.
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

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If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

Convertible Bonds

Convertible bonds due 2025 in the principal amount of HK\$19,000,000 were issued on 17 March 2022 which entitles the holder thereof to convert into an aggregate of 69,090,909 shares of the Company at the initial conversion price of HK\$0.275 per conversion share (subject to adjustments) upon exercise of the conversion rights attaching thereto.

Share Options

Share options granted and remain outstanding:-

Date of grant	Adjusted number of share options (in new shares of HK\$0.1 each)	Adjusted exercise price per share	Exercisable period
17 September 2018	2,250,000	HK\$1.68	17/09/2018-16/09/2023
14 July 2020	850,000	HK\$0.74	14/07/2020-13/07/2025
6 July 2021	2,562,000	HK\$0.84	06/07/2021-05/07/2026

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Submitted by: CHOW Nga Chee Alice
(Name)

Title: Director
(Director, secretary or other duly authorised officer)

NOTE

Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.