



## **BINGO GROUP HOLDINGS LIMITED**

**比高集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8220)**

### **FIRST QUARTERLY RESULTS ANNOUNCEMENT FOR THE THREE MONTHS ENDED 30 JUNE 2023**

#### **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This announcement, for which the directors (the “Directors”) of Bingo Group Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

The board of Directors (the “Board”) of the Company presents the unaudited consolidated results of the Group for the three months ended 30 June 2023, together with the unaudited comparative figures for the corresponding period in 2022 were as follows:

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

		<b>Three months ended</b>	
		<b>30 June</b>	
		<b>2023</b>	2022
	<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
Revenue	2	<b>1,908</b>	401
Cost of sales and services		<u><b>(765)</b></u>	<u>(163)</u>
Gross profit		<b>1,143</b>	238
Other revenue and other net income	3	<b>49</b>	632
Selling and marketing expenses		<b>(112)</b>	(26)
Administrative expenses		<b>(4,651)</b>	(3,555)
Share of result of an associate		–	(15)
Finance costs	5	<u><b>(500)</b></u>	<u>(461)</u>
Loss before taxation	6	<b>(4,071)</b>	(3,187)
Taxation	7	<u>–</u>	<u>–</u>
<b>Loss for the period</b>		<u><b>(4,071)</b></u>	<u>(3,187)</u>
<b>Loss attributable to:</b>			
Owners of the Company		<b>(3,873)</b>	(3,153)
Non-controlling interests		<u><b>(198)</b></u>	<u>(34)</u>
		<u><b>(4,071)</b></u>	<u>(3,187)</u>
		<i>HK cents</i>	<i>HK cents</i>
<b>Loss per share</b>	9		
Basic and diluted		<u><b>(3.77)</b></u>	<u>(3.07)</u>

**CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME**

	<b>Three months ended</b>	
	<b>30 June</b>	
	<b>2023</b>	<b>2022</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
Loss for the period	<b>(4,071)</b>	(3,187)
Other comprehensive income		
<i>Item that may be reclassified subsequently to profit or loss:</i>		
Exchange differences on translating foreign operations		
— Exchange differences arising during the period	<u>436</u>	<u>477</u>
Other comprehensive income for the period, net of tax	<u>436</u>	<u>477</u>
<b>Total comprehensive loss for the period</b>	<b><u>(3,635)</u></b>	<b><u>(2,710)</u></b>
<b>Other comprehensive income/(loss) attributable to:</b>		
Owners of the Company	423	709
Non-controlling interests	<u>13</u>	<u>(232)</u>
	<b><u>436</u></b>	<b><u>477</u></b>
<b>Total comprehensive loss attributable to:</b>		
Owners of the Company	<b>(3,450)</b>	(2,444)
Non-controlling interests	<u>(185)</u>	<u>(266)</u>
	<b><u>(3,635)</u></b>	<b><u>(2,710)</u></b>

## NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

### 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 2023 are consistent with those used in the Group’s annual financial statements for the year ended 31 March 2023.

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.

### 2. REVENUE

An analysis of Group’s revenue for the period from operations is as follows:

	<b>Three months ended 30 June</b>	
	<b>2023</b>	<b>2022</b>
	<b>HK\$’000</b>	<b>HK\$’000</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
Revenue from cinema business	<b>1,908</b>	<b>401</b>

### 3. OTHER REVENUE AND OTHER NET INCOME

	<b>Three months ended 30 June</b>	
	<b>2023</b>	<b>2022</b>
	<b>HK\$’000</b>	<b>HK\$’000</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
Interest income	<b>10</b>	<b>3</b>
Government grants	<b>–</b>	<b>88</b>
Rent concession	<b>–</b>	<b>541</b>
Others	<b>39</b>	<b>–</b>
	<b>49</b>	<b>632</b>

#### 4. SHARE-BASED PAYMENTS

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

##### Convertible bonds

	<b>2022 CB</b>
Principal amount	HK\$19,000,000
Share price ( <i>note a</i> )	HK\$0.212
Interest	Zero coupon
Conversion price	HK\$0.275
Maturity date	31 December 2025

*note a:* Share price for 2022 CB of HK\$0.212 represents share price as at 17 March 2022 which is the issue date of 2022 CB.

##### Share Option Scheme

Details of specific categories of options are as follow:

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

Option type:	2018A	2020A	2021A
Grant date:	17-9-2018	14-7-2020	6-7-2021
Number of options granted:	180,000,000	25,500,000	25,620,000
Exercise period:	17-9-2018 – 16-9-2023	14-7-2020 – 13-7-2025	6-7-2021 – 5-7-2026
Exercise price:	HK\$0.042	HK\$0.074	HK\$0.084
Adjusted exercise price: ( <i>note b</i> )	HK\$1.68	HK\$0.74	HK\$0.84
Fair value:	HK\$2,181,000	HK\$893,000	HK\$1,168,000

*note b:* The exercise price was adjusted due to share consolidation on 2 May 2019 and 16 March 2022 (as the case may be).

## 5. FINANCE COSTS

	Three months ended 30 June	
	2023	2022
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Imputed interest on convertible bonds	445	390
Interest expenses on lease liabilities	55	71
	<u>500</u>	<u>461</u>

## 6. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

	Three months ended 30 June	
	2023	2022
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Direct expenses of cinema business ( <i>note a</i> )	765	163
Exchange loss	790	806
Staff costs (including directors' remuneration)		
— Salaries and allowances	2,076	1,408
— Retirement scheme contributions	184	209
	<u>3,815</u>	<u>2,586</u>

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

## 7. TAXATION

	Three months ended 30 June	
	2023	2022
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
The taxation charge recognised in profit or loss comprises:		
Current tax		
— The PRC	<u>-</u>	<u>-</u>

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%.

No provision of Hong Kong Profits Tax has been made as there is no assessable profits for the three months ended 30 June 2023 and 2022.

No PRC Enterprise Income tax for PRC subsidiaries of the Company was provided for three months ended 30 June 2023 and 2022. PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for the three months ended 30 June 2023 and 2022.

## 8. DIVIDEND

The Directors do not recommend the payment of any dividend for the three months ended 30 June 2023 (three months ended 30 June 2022: Nil).

## 9. LOSS PER SHARE

### Basic and diluted loss per share

	<b>Three months ended 30 June</b>	
	<b>2023</b>	2022
	<i>HK cent</i>	<i>HK cent</i>
		(Restated)
	<b>(Unaudited)</b>	(Unaudited)
Total basic and diluted loss per share	<u><b>(3.77)</b></u>	<u>(3.07)</u>

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:

	<b>Three months ended 30 June</b>	
	<b>2023</b>	2022
	<i>HK\$'000</i>	<i>HK\$'000</i>
		(Unaudited)
	<b>(Unaudited)</b>	(Unaudited)
Loss for the period attributable to owners of the Company	<u><b>(3,873)</b></u>	<u>(3,153)</u>
	<b>2023</b>	2022
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	<u><b>102,644,466</b></u>	<u>102,644,466</u>

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 2023 and 2022 because they are anti-dilutive in calculating the diluted loss per share.

## 10. CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share capital	Share premium	Contributed surplus	Equity component of convertible bonds	Share options reserve	Share award scheme reserve	Exchange reserve	Accumulated losses	Attributable to owners of the Company	Non-controlling interests	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2022 (Audited)	10,265	424,560	132,237	8,743	2,788	1,738	(2,360)	(572,170)	5,801	(1,154)	4,647
Loss for the period	-	-	-	-	-	-	-	(3,153)	(3,153)	(34)	(3,187)
Other comprehensive loss for the period											
— Exchange differences arising on translation	-	-	-	-	-	-	709	-	709	103	812
Total comprehensive loss for the period	-	-	-	-	-	-	709	(3,153)	(2,444)	69	(2,375)
At 30 June 2022 (Unaudited)	10,265	424,560	132,237	8,743	2,788	1,738	(1,651)	(575,323)	3,357	(1,085)	2,272
At 1 April 2023 (Audited)	10,265	424,560	132,237	8,743	2,788	-	(1,611)	(579,462)	(2,480)	360	(2,120)
Loss for the period	-	-	-	-	-	-	-	(3,873)	(3,873)	(198)	(4,071)
Other comprehensive loss for the period											
— Exchange differences arising on translation	-	-	-	-	-	-	423	-	423	13	436
Total comprehensive loss for the period	-	-	-	-	-	-	423	(3,873)	(3,450)	(185)	(3,635)
At 30 June 2023 (Unaudited)	10,265	424,560	132,237	8,743	2,788	-	(1,188)	(583,335)	(5,930)	175	(5,755)



## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **GENERAL**

During the three months ended 30 June 2023 (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”).

### **BUSINESS REVIEW**

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

#### **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\$1.9 million and gross profit of HK\$1.1 million were generated during the Period. The Group’s revenue and gross profit from the Cinema Business for the Period increased as compared to revenue of HK\$0.4 million and gross profit of HK\$0.2 million generated in the three months ended 30 June 2022 (the “Period 2022”). Although our Shanghai cinema was closed in May 2023 due to disagreement with the landlord on the rental charge, the revenue for the Period increased was principally thanks to the recovery of the leisure and entertainment market in the PRC after the COVID-19 era.

#### **Filmed Entertainment Business**

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.

#### **New Media Exploitations and Licensing Business**

##### ***VR (Virtual Reality) and MR (Mixed Reality)***

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, the name of which is Goal Creation Game Limited (“Goal Creation”). The issued share capital of Goal Creation will be owned as to 49% by Bingo Movie and as to 51% by Lechuang. Goal Creation will be principally engaged in investment and development of VR and MR projects. No appropriate VR or MR project was located up to the date of this announcement. Goal Creation will still closely monitor this market and invest in it with the Group’s consent, if appropriate target is spotted.

### ***Augmented Reality Digital Live Action Role-playing Game***

In May 2022, the Company and 廣州玖的文化科技有限公司 (Guangzhou Jiu De Cultural and Technology Company Limited<sup>#</sup>) (“Jiu De”) established a joint venture called “廣州高的數字文化科技有限公司” (Guangzhou Gao De Digital Cultural Technology Limited<sup>#</sup>) (“Gao De”). The target business of Gao De includes the development of augmented reality digital live action role-playing game (“LARP”) projects.

The Group has been exploring business opportunities leveraging on its movie production, licensing and derivatives, crossover marketing and provision of interactive contents business experience and knowledge in the past year and considered that such business experience and the IPs of the films would be valuable resources in developing various new forms of entertainments to capture the ever-changing consumer markets for entertainment and games in China. On the other hand, LARP games have been developing rapidly in the recent years and have become one of the most popular entertainments for the consumers in China, particularly the younger generations. Jiu De is an experienced LARP projects developer and/or its associate run the famous LARP platform “玖號房” (Room No. 9<sup>#</sup>) which is a well-established LARP game system in China. The Group considers the cooperation with Jiu De would bring a synergy of the strengths of the parties and would be an opportunity for the Group to tap into the growing LARP markets as well as the heated augmented reality and virtual reality application business.

Even so, the Group is also exercising caution in the business development. According to the industry report provided by iiMedia Research, (i) the physical LARP market sector has been facing challenges in rising operating costs, peer competitions, demand for higher experience value, low premise utility due to prolonged playtime, health-risk induced lockdown risks; and (ii) the ecosystem for online LARP will still take a while to be mature.

During the Period, no commercial production was launched by Gao De and no revenue was generated accordingly.

### *Movie-themed Tourbillon Watches*

In October 2022, High Art Limited (“High Art”), a wholly-owned subsidiary of the Group, entered into a joint venture agreement with Memorigin Watch Company Limited (“Memorigin”) and Topping Mark Limited (“Topping Mark”) in relation to the formation of a joint venture company with an aggregate share capital of HKD2,000,000. Memorigin is an independent third party to the Group and the first Hong Kong brand which only produces tourbillon. Topping Mark is wholly owned by Ms. CHOW Man Ki Kelly, an executive director of the Company. The Company has been exploring business opportunities leveraging on its movie production, licensing and derivatives, crossover marketing in the past years and considered that such business experience and the IPs of the films would be valuable resources in developing various new business areas which will potentially enhance returns for the Shareholders. The joint venture was established in February 2023 and is called Bingo Group — Memorigin (BGM) Limited (“BGM”). The equity interest of BGM is owned as to 60%, 20% and 20% by High Art, Memorigin and Topping Mark, respectively. BGM sells movie-themed tourbillon watches through physical store and e-commerce.

BGM has launched its first series of movie-themed tourbillon watches in around April 2023. Up to the end of this financial period, revenue was yet to be generated from BGM. However, the Group has generated a revenue of approximately HK\$1.4 million from the sale of “The Mermaid” movie-themed tourbillon watches, with delivery expected in the second quarter of fiscal year 2023/24.

### **FINANCIAL REVIEW**

During the Period, the Group recorded a total turnover of approximately HK\$1.9 million, whereas an amount of approximately HK\$0.4 million was generated in the corresponding period of last year. It was attributable to the business of our cinemas in Hangzhou and Shanghai as mentioned in “BUSINESS REVIEW” above.

In view of severe business environment, the Group has been tightening its cost control measures as much as we can. The increase of administrative expenses from approximately HK\$3.6 million in the 3 months ended 30 June 2022 to approximately HK\$4.7 million in the Period, was principally due to the redundancy payment for termination of our Shanghai cinema of approximately HK\$0.7 million incurred in the Period. In addition to the redundancy payment, more salaries and utilities were incurred in our cinemas as the number of shows presented increased, which led to increase in administrative expenses, during the Period, as compared to those incurred in Period 2022.

Owing to the aforesaid redundancy payment, the Group's loss increased from approximately HK\$3.2 million for 3 months ended 30 June 2022 to approximately HK\$4.1 million for the Period.

## **OUTLOOK**

In the post Covid-19 era, the overall cinema businesses in China was improving. The revenue of our cinemas increased significantly from HK\$0.4 million in Period 2022 to HK\$1.9 million in the Period. Although the cinema in Shanghai was closed since May 2023 due to rental disagreement with the landlord, the Company will maintain its cinema business. To compensate the closure of the Shanghai cinema, and to ride on the recovery of the leisure and entertainment market in the PRC after the COVID-19 era to expand the Cinema Business, the Company is now in the course of conducting feasibility study on the box offices in various cities and the consumers footprint to locate suitable premises with abundant customer flow, for reopening of new cinemas to maintain its cinema business which will remain as one of the revenue-generating business segments of the Group.

While the filmed entertainment business has not contributed any revenue to the Group for the Period, the Group focuses on the development plan on new media exploitations and licensing business through granting of IP licences for the creation of new media contents and various online platform, which is a natural expansion relying on the film making and IP licensing experience and calibre of the Group.

The business model of the filmed entertainment business film making and IP licensing is to leverage on the IP granted or licensed to the Group for creating various merchandises, new media contents, computer and mobile applications, etc., and to management the commercialization and marketing of these products. As explained below, the Group has been applying or managing the popular IPs of a substantial shareholder of the Company, Mr. Chiau Sing Chi, such as Journey to the West: Conquering the Demons “西遊•降魔篇” (“JTTW”) and CJ7 “長江7號”.

### ***New Media contents***

The Board notes that many multinational corporations have invested in the new media entertainment business engaging digital technologies in recent years. The business objective of the Group's expansion is to capture the rapid development of the new media entertainment industry through the joint venture — Gao De. The joint venture partner — Jiu De is a company established in the PRC with limited liability and is principally engaged in the provision of SAAS (software as a service) platform, LARP, development of relevant platform

tools and digital playscripts, etc. which has successfully established itself as a solid B2B SAAS platform in the Mainland and to the best knowledge of the directors of the Group, Jiu De has close to 300 distributors sign up for their content library.

Gao De has identified a new market marketplace emerging at the end of 2022 in the PRC on social media, known as bullet-screen app (彈幕小玩法), which allow key opinion leaders (the “KOLs”) to have a new engagement experience with their fans by inviting them to be audience for the KOLs’ performance in a gamified app. The first batch of successful apps hit the market were “森林派對” (Forest Party<sup>#</sup>) and “萌寵寵之戰” (War of Lovely Pets<sup>#</sup>) on Douyin (抖音) which reportedly generated monthly sales from RMB50 million to RMB100 million from which the content provider can be entitled to 5–10% of the total sales subject to specific commercial agreement.

In April 2023, the Group has granted the licence of JTTW IP and CJ7 IP to Gao De. Gao De has then developed the first bullet-screen app production for the specific bullet screen app marketplace on Douyin, entitled as “西游降魔” (Demon Conquering in the Journey to the West<sup>#</sup> (“DCJW”). As at the date of this announcement, the DCJW production is expected to go online for players in September 2023. Gao De is currently designing another bullet-screen app by using the CJ7 IP.

The Company considers that tapping into the LARP Business shall be cautious in the meantime. As at the date of this announcement, the appropriate LARP project is yet to be located. However, the Company considered the potential of this market could not be ignored and the Group sees the opportunity to become a premium content provider as the market is gearing toward demand for distinctive high-quality productions. While the Group does not see substantial revenue to come in the LARP operation in the next quarter or so, the Group will remain watchful for business opportunity with the positive trend the online LARP marketplace to unfold.

As mentioned in “BUSINESS REVIEW” above, BGM has launched its first series of movie-themed tourbillon watches in around April 2023 and the Group has generated a revenue of approximately HK\$1.4 million from the sale of “The Mermaid” movie-themed tourbillon watches, in the second quarter of fiscal year 2023/24, with delivery expected in the same period.

The Board considers that entering into of the strategic partnership and the formation of the JV company with Memorigin is in line with the Company's one of the business strategies of leveraging its IP, movie production, and the management's creativity and is a valuable opportunity for the Group to tap into the sales of high-end tourbillon watch market of Hong Kong and the PRC. The Board believes that the Watch Business can increase the return to the Company's shareholders.

### ***IP Consultancy***

Bingo Success Limited ("Bingo SS"), a wholly owned subsidiary of the Company, entered into a consultancy service agreement (the "Agreement") with New Huo Asset Management (Hong Kong) Limited ("New Huo Asset Management"), a wholly owned subsidiary of New Huo Technology Holdings Limited (stock code: 1611.HK), on 18 July 2023, pursuant to which Bingo SS is engaged as an consultant to provide certain intellectual properties technical consultancy services to New Huo Asset Management, which in turn will act as the investment manager of a future investment fund which is in the course of formation (the "Investment Fund").

New media exploitations and licensing has been one of the business segments of the Company, and leveraging on the filmed entertainment, new media exploitations and intellectual property licensing and product development experiences and expertise of the Group, Bingo SS will assist the fund to identify commercially viable content based Intellectual Property projects for New Huo Asset Management which in turn will advise the Investment Fund to invest in, as well as serve as an entertainment industry expert. In return for its service, Bingo SS will be entitled to a service fee from New Huo Asset Management in accordance with the terms of the Agreement. The Board considers that the engagement represents an opportunity to develop additional revenue streams and enhance the development of the Company into an integrated entertainment company which will potentially maximize the returns for the shareholders of the Company.

As of the date of this announcement, the Investment Fund is in the course of formation and no service was performed by Bingo SS and no revenue was generated in the Period accordingly.

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.

# The English names used in the section of "Management Discussion and Analysis" are transliteration of their Chinese names for illustrative purpose only.

## OTHER INFORMATION

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

As at 30 June 2023, 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
Mr. CHIAU Sing Chi	Beneficial owner	2,757,352	2.69%
	Held by trust ( <i>Note 1</i> )	40,212,124	39.17%
Ms. CHOW Man Ki Kelly	Held by trust ( <i>Note 1</i> )	40,212,124	39.17%

#### Notes:

1. 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.
2. The total number of the issued share capital of the Company as at 30 June 2023 was 102,644,466.

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

Please refer to page 18 of this announcement for the share options held by the Directors as at 30 June 2023.

Pursuant to a subscription and settlement agreement and the supplemental agreement entered into between Mr. CHIAU Sing Chi (“Mr. Chiau”) and the Company on 7 December 2021 and 28 December 2021 respectively, the convertible bonds in principal of HK\$19,000,000 were issued to Mr. Chiau and 69,090,090 number of Shares which would be allotted and issued upon the exercise in full of the convertible bonds, which were held by Mr. Chiau, as at 30 June 2023.

Save as disclosed above, as at 30 June 2023, 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.



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

So far as known to the Directors, as at 30 June 2023, the following persons (not being Directors or chief executive of the Company) had, or was deemed to have, interests or short positions 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

Name of Shareholders	Number of Shares held	Approximate percentage of issued share capital of the Company
Sinostar FE (PTC) Limited ( <i>Note 1</i> )	40,212,124	39.17%
Treasure Offshore Holdings Limited ( <i>Note 1</i> )	40,212,124	39.17%
Beglobal Investments Limited ( <i>Note 2</i> )	40,212,124	39.17%
Golden Treasure Global Investment Limited ( <i>Note 2</i> )	7,250,000	7.06%
KO Kin Hang	5,135,500	5.00%

#### 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 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 Golden Treasure Global Investment Limited as at 30 June 2023.
- The total number of the issued share capital of the Company as at 30 June 2023 was 102,644,466.

## 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 expired 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 (Note 1)	Number of options held as at 1 April 2023 (Note 2) '000	Number of options granted '000	Number of options exercised '000	Number of options cancelled/ lapsed '000	Number of options held as at 30 June 2023 (Note 2) '000
Directors						
CHOW Man Ki Kelly	2018A	750	–	–	–	750
	2021A	854	–	–	–	854
CHOW Nga Chee Alice	2018A	750	–	–	–	750
	2021A	854	–	–	–	854
Employees	2018A	750	–	–	–	750
Advisors						
HAO Jing	2020A	850	–	–	–	850
CHAN Ka Yin	2021A	854	–	–	–	854
Total		<u>5,662</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>5,662</u>

*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 and 16 March 2022 (as the case may be).

## **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 2023.

## **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 2023, 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. TSUI Wing Tak (Chairman), Ms. CHOI Mei Ping and Ms. CHAN Yuet Ching. The Group’s unaudited results for the three months ended 30 June 2023 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.

## **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 2023.

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

Hong Kong, 14 August 2023

*As at the date of this announcement, the Board comprises Mr. CHIAU Sing Chi, Ms. CHOW Man Ki Kelly, Mr. LAU Man Kit, Ms. CHOW Nga Chee Alice and Mr. YIP Yiu Bong as executive Directors; and Ms. CHOI Mei Ping, Mr. TSUI Wing Tak and Ms. CHAN Yuet Ching as independent non-executive Directors.*