

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



## **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)**

### **VOLUNTARY ANNOUNCEMENT**

#### **MEMORANDUM OF UNDERSTANDING — STRATEGIC COOPERATION**

This announcement is made by Bingo Group Holdings Limited (the “**Company**”, collectively with its subsidiaries, the “**Group**”) on a voluntary basis for the purpose of keeping the shareholders of the Company (the “**Shareholders**”) and potential investors informed of the latest business update of the Group.

#### **MEMORANDUM OF UNDERSTANDING**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 22 April 2024 (after trading hours), the Company entered into a non-legally binding memorandum of understanding (the “**MOU**”) with Beijing iQIYI Technology Co., Ltd. (北京愛奇藝科技有限公司) (“**Beijing iQIYI**”) and Zhouling Culture & Media (Shanghai) Co., Ltd. 宙靈文化傳媒(上海)有限公司 (“**Zhouling Culture & Media**”) (collectively, the “**Potential Partners**”), in relation to the potential cooperation in co-producing sequels to original classic movies, anime, TV series, reality shows, and musical theatre (the “**Proposed Cooperation**”).

#### **The Proposed Cooperation**

The Proposed Cooperation, period of which is expected to be five years (the “**Proposed Cooperation Period**”), is preliminarily envisaged to be the potential cooperation in co-producing sequels to original classic movies, anime, TV series, reality shows, and musical theatre.

**(i) Role of each party**

The Group will be mainly responsible for (i) providing the relevant intellectual property, and (ii) inviting Mr. Stephen Chow (周星馳先生) to participate in acting, or to direct, or serve as the executive producer of the proposed products.

Beijing iQIYI will be mainly responsible for the distribution of the relevant products and financing the Proposed Cooperation. Zhouling Culture & Media will be responsible for production, fundraising and coordination.

**(ii) Investment budget and share of profit arrangement**

The total investment budget for the production during the Cooperation Period is projected to be not less than RMB 1.5 billion (approximately HK\$1.65 billion).

During the Cooperation Period, the Company is entitled to share the profit of the products at certain percentage, which will be stipulated in the formal agreements of each project. The terms of the cooperation for each project shall be stipulated in the formal agreements to be executed under each project.

**(iii) Arrangement of IP Rights**

The Exclusive Adaptation Rights of the corresponding projects will be granted to Beijing iQIYI upon the commencement of formal cooperation of such project. Such adaptation rights is exclusive and will be effective for five (5) years.

As at the date of the MOU, none of the material terms or the form of business cooperation has been finalised and no legally binding agreement in relation to the Proposed Cooperation has been entered into between the parties.

**Non-legally binding effect**

The MOU does not constitute any legally binding commitment in respect of the Proposed Cooperation, save and except that each party agrees to be legally bound by certain clauses including but not limited to the confidentiality and the governing law as set out under the MOU. The parties to the MOU shall enter into formal agreements prior to 30 September 2024 to set out the specific terms and conditions of the cooperation between the Company and the Potential Partners.

**Transfer of rights and assumption of obligations**

No party will be allowed to assign its rights and obligations under the MOU, in whole or in part, to any other party without the written consent from parties under the MOU.

## **Term**

The MOU shall be effective on or before 30 September 2024 (the “**Expiry Date**”). The term will be extended with the consents from the parties under the MOU upon Beijing iQIYI’s written request, given there may be insufficient time for Beijing iQIYI to assess and confirm the final cooperation after receiving all the required materials from the Group before the Expiry Date. A supplemental MOU will be signed in such circumstance.

## **Termination**

The parties to the MOU agree that:

- (i) if the signing of the formal agreement(s) do(es) not take place on or before the Expiry Date (save as an extension of Expiry Date with parties’ consents), the MOU shall be terminated with immediate effect; or
- (ii) if the Company and the Potential Partners enter into any formal agreement(s) within on or before the Expiry Date (save as an extension of Expiry Date with parties’ consents), the MOU shall be terminated with immediate effect.

The MOU shall be terminated at the occurrence of any of the above two events, whichever is earlier.

## **BACKGROUND OF THE POTENTIAL PARTNERS**

Beijing iQIYI is a company established in the PRC with limited liability and principally engaged in the provision of online entertainment services. Beijing iQIYI mainly provides genuine video content such as movies, television dramas, variety shows and anime through its application platform and has built an entertainment-based social media platform, iQIYI Paopao, for fans to follow and interact with celebrities and the entertainment community.

Zhouling Culture & Media is a company established in the PRC with limited liability and principally engaged in culture and media services, mainly in Intellectual Property (IP) related businesses such as IP creation, content production, product & retail licensing and location basis entertainment on a nationwide basis in the PRC.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the Potential Partners and their ultimate beneficial owners are independent third parties and are not connected with the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”)).

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE MOU**

As the Group is principally engaged in cinema investment and management, movie production, licensing and derivatives, crossover marketing and provision of interactive contents businesses, the Directors are of the view that the Company can integrate its business with proposed strategic cooperation for higher synergy effect.

Leveraging on the investment fund, network sources and the customer base from the Potential Partners, the Directors are of the view that such strategy represented an opportunity for the Group to enhance its competitiveness in the industry and improves the flexibility of the operation of the Company, and eventually broaden its source of income, which is in the interests of the Company and the Shareholders as a whole.

## **GENERAL**

**The Board wishes to emphasise that the Proposed Cooperation contemplated under the MOU may or may not proceed and that the parties have not entered into a legally binding agreement in relation to the transactions contemplated under the MOU as at the date of this announcement. If the transactions contemplated under the MOU materialise, the Company will make further announcements as and when appropriate in accordance with the GEM Listing Rules.**

**Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.**

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

Hong Kong, 22 April 2024

*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.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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.*

*This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its posting and will also be published on the Company’s website at [www.bingogroup.com.hk](http://www.bingogroup.com.hk).*