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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)

GRANT OF SHARE OPTIONS

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Bingo Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 23.06A of The Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

GRANT OF SHARE OPTIONS

On 3 July 2024 (“**Date of Grant**”), the Company granted 9,956,504 share options (the “**Options**”) to certain eligible participants of the Group (collectively, the “**Grantees**”) under the Company’s share option scheme (the “**Share Option Scheme**”) adopted by the Company on 8 February 2024 to subscribe for ordinary shares of the Company (the “**Share(s)**”).

A summary of the terms and conditions of the grant of the Options is set forth below:

Date of grant: 3 July 2024

Number of Options granted: 9,956,504 (each Option shall entitle the holder to subscribe for one Share)

Exercise price of Options granted: HK\$1.170 per Share (being the higher of (a) the closing market price of the Shares on the Stock Exchange as stated in the daily quotations sheet of the Stock Exchange (the “**Closing Price**”) on Date of Grant, being HK\$1.170; and (b) the average Closing Price for the five business days immediately preceding the Date of Grant, being HK\$1.154 per Share)

Closing price on the Date of Grant: HK\$1.170 per Share

Average closing price of the Shares for the five business days immediately preceding the Date of Grant: HK\$1.154 per Share

Exercise period of the Options: Five years from the date of grant of the Options.

Vesting period of the Options: All the Options must be held by the Grantee for at least twelve (12) months before any Option can be exercised.

Performance target: There is no performance target attached to the Options granted.

The Remuneration Committee is of the view that, the grant of Options is to (i) recognise and acknowledge the actual contributions the Grantees had made to the Group; (ii) motivate the Grantees to align the interests of the Grantees with that of the Company and the shareholders of the Company; and (iii) reinforce the Grantees’ commitment to the Group, and thus aligns with the purpose of the Company’s Share Option Scheme.

Clawback mechanism: Any Options shall lapse and not exercisable with immediate effect on the date:

- (a) on which the Board exercises the Company's right to cancel or forfeit the Options if the Grantee commits any breach of the non-transferrable provision of the Options and the Share Option Scheme; or
- (b) on which the Grantee ceases to be an eligible participant in accordance with the Share Option Scheme.

No financial assistance: The Group has not provided any financial assistance to the Grantees to facilitate the purchase of Shares under the Share Option Scheme.

Among the 9,956,504 Options granted, 513,220 Options were granted to the Directors and 4,311,064 Options were granted to employees of the Group, details of which are as follows:

Name of Grantee	Position held with the Company	Number of Options granted
Directors		
Mr. CHIAU Sing Chi	Executive Director	102,644
Ms. CHOW Man Ki Kelly	Executive Director	102,644
Mr. LAU Man Kit	Executive Director	102,644
Ms. CHOW Nga Chee Alice	Executive Director	102,644
Mr. YIP Yiu Bong	Executive Director	102,644
Employees		
Six Employees of the Group	Employee	4,311,064

Among the 9,956,504 Options granted, 5,132,220 Options were granted to the service providers, details of which are as follows:

Name of Grantee	Position held with the Company	Number of Options granted
Yuan Zhi	Consultant	1,026,444
Chan Chun Yu	Consultant	1,026,444
Man Ngar Yin	Consultant	1,026,444
Or Kin	Consultant	1,026,444
Tang Yu Chung	Consultant	1,026,444

Ms. Yuan Zhi (袁直), who has established profound experience in media & cultural industry and possessed extensive industry resources, was granted Options for the reasons that she has provided effective advice on the Company's public relations and business development which is in line with the Company's business plan.

Mr. Chan Chun Yu (陳震宇) and Ms. Man Ngar Yin (文雅彥), who have profound experience in media & cultural industry, were granted Options for the reason that they have advised the Company on the development of its new media business on a long term basis, and the Company has leveraged on their extensive industry resources to explore more business opportunities of the Group.

Mr. Or Kin (柯堅), a certified financial analyst (CFA), was granted Options as he has mainly provided consulting services for the Group's business development and financial research supporting on a long term basis, and has liaised with his business network for the Company's principal businesses' development.

Ms. Tang Yu Chung (鄧裕聰), one of the the controlling shareholders of the Data Hash Technology Limited ("**Data Hash**"), was granted Options due to the contribution made by Data Hash to the Group's new business areas as a project manager for the purpose of "IP Accelerator", whose customer profiles cover listed companies, start-ups, blockchain and Web 3 companies.

The Company believes that the grant of Options to the Grantees who are mainly consultants as set out above provides motivations for them to create value for the Company without affecting the operating cost of the Company. The number of Options granted to them is determined with reference to the market and the potential benefits and/or income they may bring to the Group with the projects they involved in.

In accordance with Rule 23.04(1) of the GEM Listing Rules, the grant of Options to the Directors as disclosed above has been approved by the independent non-executive Directors.

Save as disclosed above, to the best knowledge of the Directors, as of the date of this announcement, none of the Grantees is (i) a director, chief executive or substantial shareholder of the Company or an associate (as defined under the GEM Listing Rules) of any of them; (ii) a participant with Options granted and to be granted exceeding the 1% individual limit under the GEM Listing Rules; or (iii) a related entity participant or a service provider (as defined under the GEM Listing Rules) of the Company. The above grant would not result in the share options granted and to be granted to each Grantee in the 12-month period up to and including the date of such grant in aggregate to exceed 1% of the Shares in issue. None of the grant will be subject to approval by the Shareholders.

REASONS FOR AND BENEFITS OF THE GRANT OF OPTIONS

The purpose of the grant of Options is to provide incentives and rewards to Grantees for their contributions to and continuing efforts to promote the interests of the Company, and the grant of Options aligns the interests of the Grantees with that of the Company and the shareholders of the Company and reinforces the Grantees' commitment to the Group. The Remuneration Committee is of the view that the grant of Options will encourage and retain the Grantees to make continuous contributions to the growth and development of the Group and is in the interests of the Company and the shareholders of the Company.

After the grant of the Options, a total of 307,942 Shares will be available for future grant pursuant to the Share Options Scheme.

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

Hong Kong, 3 July 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, Mr. YIP Yiu Bong and Ms. TSANG Fung Chu 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 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.