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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)**

### **VOLUNTARY ANNOUNCEMENT**

#### **BUSINESS UPDATE**

#### **STRATEGIC COOPERATION FRAMEWORK AGREEMENT**

This announcement is made by Bingo Group Holdings Limited (the “**Company**”, together with its subsidiaries, collectively 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.

Reference is made to the announcement of the Company dated 22 April 2024 in relation to the memorandum of understanding (“**MOU**”) entered into among the Company, 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 “**Strategic Business Partners**”), in relation to the potential strategic cooperation in co-producing a movie production or sequel of the original classic movie or new script, anime, TV series, reality TV shows and musical theatre (“**Prospective Production**”), among which (a) Beijing iQIYI will take up the role of the distribution and financing; (b) the Company is responsible for the provision of the intellectual property (“**Prescribed IPs**”) and the engagement of Mr. Stephen Chiau (周星馳先生) to participate in the original story, or to direct, or act as the executive producer; and (c) Zhouling Culture & Media holds the position of production, fund raising and coordination (“**Strategic Cooperation**”).

## STRATEGIC COOPERATION FRAMEWORK AGREEMENT

Pursuant to the MOU, on 31 August 2024, a strategic cooperation framework agreement (“**Strategic Cooperation Framework Agreement**”) was entered into among Beijing iQIYI, the Company and Zhouling Culture & Media to stipulate the Strategic Cooperation, which shall be effective from 31 August 2024 to 31 July 2029 (“**Cooperation Period**”).

The material terms of the Strategic Cooperation Framework Agreement are set out below:

### (i) Prescribed IPs under Strategic Cooperation

Within the three (3) months after the date of the Strategic Cooperation Framework Agreement, Beijing iQIYI is eligible to select no more than four (4) Prescribed IPs to conduct multiple types of development and production for the purpose of Strategic Cooperation from the list of intellectual property (IP) which the Company is able to provide.

Further, Beijing iQIYI shall enjoy the exclusive cooperation rights for such Prescribed IPs during the Cooperation Period. In the event that Beijing iQIYI did not complete its selection of no more than four (4) Prescribed IPs within three (3) months after the date of the Strategic Cooperation Framework Agreement, the Company is eligible to negotiate business cooperation on the IPs that were not selected with other business partners.

### (ii) Projects under Strategic Cooperation

A definitive agreement will be signed for every project (“**Definitive Project**”) which arises from the Prescribed IPs or any other exclusive project cooperation (“**Original Project**”) during the Cooperation Period with Beijing iQIYI upon confirmed by the Company and Mr. Stephen Chiau. Such definitive agreement shall include but not limited to the clauses regarding the type of project production, mode of cooperation, distribution of proceeds from the cooperation, amount of investment and payment terms, scope and term of IP authorisation, attribution of intellectual property rights, and arrangements for voting on major matters of cooperation.

During the Cooperation Period, the Strategic Cooperation regarding the Prescribed IPs and Definitive Projects shall be exclusive. Once an agreement among Beijing iQIYI, the Company and Zhouling Culture & Media has been reached for a definitive project and the first installment of the investment in such definitive project has been settled, the Strategic Cooperation under the corresponding Prescribed IP will be extended to 31 July 2032.

Prior to 31 July 2025, the Strategic Business Partners and the Company are required to complete at least one (1) Definitive Project's pre-production, including script development, budget and production plans, styling and props preparation, casting of actors/actresses, site investigation, set production, equipment procurement, technology acquisition and other pre-production work as and when necessary.

**(iii) Right of First Offer**

During the three (3) years after the end of the Cooperation Period, (i.e. from 1 August 2029 to 1 August 2032), if the Company and Mr. Stephen Chiau or its associates establish any development plans on the Prescribed IPs or the Original Projects, they shall first notify Beijing iQIYI to seek whether Beijing iQIYI has any intention of cooperation. If Beijing iQIYI did not provide its response within fifteen (15) days after the receipt of the foregoing notice, the Company, Mr. Stephen Chiau or its associates may cooperate with a third party.

**(iv) Mode of Cooperation and Budget for the Prospective Production**

The Strategic Cooperation is expected to conduct in any of the following two modes:

- (a) the Prescribed IPs, the ones which were directed or produced by Mr. Stephen Chiau, no more than four (4) of which would be selected by Beijing iQIYI before adapting into one of the Prospective Production; or
- (b) the original projects owned by the Company to be adapted and produced as one of the Prospective Production.

A cumulative target production budget of the Prospective Production over the Cooperation Period as stipulated under the Strategic Cooperation Framework Agreement has no material difference from the disclosure under the announcement of the Company dated 22 April 2024.

The definitive projects will be conducted in any of the following forms:

- (a) movie definitive project, which is the production or sequels of original classic movies or new scripts, with an average length of the episode of no less than 90 minutes (excluding the prologue, epilogue and advertisements); or
- (b) TV series definitive project, which shall comprise no less than 20 episodes, with an average length of the episode of no less than 20 minutes and 1 second (excluding the prologue, epilogue and advertisements); or
- (c) any mutually agreed method of content creation between the parties.

## **BACKGROUND OF THE STRATEGIC 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.

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 of the knowledge, information and belief of the directors of the Company and having made all reasonable enquiries, each of the Strategic Business Partners and their ultimate beneficial owners are third parties independent of 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 AND BENEFITS FOR ENTERING INTO STRATEGIC COOPERATION**

The board of the Company (“**Board**”) believes that the formation of the Strategic Cooperation through the Strategic Cooperation Framework Agreement is beneficial for the Group to continue to expand into the cultural & media market of mainland China to expand the businesses of the Company, by leveraging on the mature development, remarkable customer base, and reputable network of the Strategic Business Partners and their profound experience in local marketing services, which enables the Company to enhance its business performance, which will in turn generate long-term returns to the Company and its shareholders.

## **GENERAL**

The Board wishes to emphasise that while the Strategic Cooperation Framework Agreement forms the basis for the long-term Strategic Cooperation between the parties thereto, such cooperation will be subject to the entering into of any supplemental or definitive agreement(s), which is in turn subject to, among other things, further negotiations between the parties thereto. As such, there is no assurance that any supplemental or definitive agreement(s) will be signed between the parties or any transaction(s) contemplated thereunder will materialise. Additionally, the terms of such supplemental or definitive agreement(s), if signed, may deviate from those set out in the Strategic Cooperation Framework Agreement. Further announcement(s) will be made by the Company to comply with the applicable requirements under the GEM Listing Rules as and when necessary.

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

By order of the Board  
**Bingo Group Holdings Limited**  
**CHOW MAN KI KELLY**  
*Executive Director*

Hong Kong, 31 August 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](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).*