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)

CONTINUING CONNECTED TRANSACTIONS

PROMOTIONAL SERVICES FRAMEWORK AGREEMENT

On 12 February 2025 (after trading hours), the Joint Venture (an indirect non-wholly owned subsidiary of the Company) entered into the Promotional Services Framework Agreement with the JV Partner (a substantial shareholder of the Joint Venture). Pursuant to the Promotional Services Framework Agreement, the Joint Venture shall provide the Promotional Services to the JV Partners and its associates in return for a service fee and the term of which shall expire on 12 February 2027.

As at the date of this announcement, the Joint Venture was indirectly contractually owned as to 51% by the Company, and 49% by the JV Partner. Therefore, the JV Partner, as a substantial shareholder is a connected person of the Company, and the transactions contemplated under the Promotional Services Framework Agreement constitute continuing connected transactions of the Company under Chapter 20 of the GEM Listing Rules.

As (i) the JV Partner is a connected person of the Company at the subsidiary level; (ii) the Board has approved the Promotional Services Framework Agreements and the transactions contemplated thereunder; and (iii) the independent non-executive Directors have confirmed that the terms of the Promotional Services Framework Agreements are fair and reasonable and the Promotional Services Framework Agreement and the transactions contemplated thereunder are on normal commercial terms or better and in the interests of the Company and the Shareholders as a whole, by virtue of Rule 20.99 of the GEM Listing Rules, the Promotional Services Framework Agreements and the transactions contemplated thereunder are subject to the reporting and announcement requirements but are exempted from the circular, independent financial advice and Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

The Board is pleased to announce that on 12 February 2025 (after trading hours), the Joint Venture (an indirect non-wholly owned subsidiary of the Company) entered into the Promotional Services Framework Agreement with the JV Partner (a substantial shareholder of the Joint Venture). Pursuant to the Promotional Services Framework Agreement, the Joint Venture shall provide the Promotional Services for the JV Partner and its associates in return for a service fee and the term of which shall expire on 12 February 2027.

The principal terms of the Promotional Services Framework Agreements are set out below:

Promotional Services Framework Agreement

Date: 12 February 2025

Parties:

(1) Joint Venture; and

(2) JV Partner

Term: For the periods from 13 February 2025 to 12 February 2026 and from 13 February 2026 to 12 February 2027 respectively

Services to be provided: The Joint Venture shall provide, including but not limited to, We-Media account management services, We-Media account promotion, We-Media content planning and production to the JV Partner and its associates

Service fees:	The JV Partner shall pay service fees to the Joint Venture. The service fees shall be settled on a monthly basis, and be determined on a cost-plus basis, with reference to, reasonable margin, the cost of labour, traveling expenses, materials and equipment costs, taxes, office and administration expenses, and all other expenses incurred in connection with the Promotional Services necessary for the Joint Venture to fully and properly perform its obligations under this contract. The service fees charged to the JV Partner shall be not less favourable to the Joint Venture than that offered to independent third party for services of same/similar nature and of comparable quality

The Annual Caps

The annual cap for the transaction amounts under the Promotional Services Framework Agreement are set out below:

	Period from 13 February 2025 to 12 February 2026	**Period from 13 February 2026 to 12 February 2027**
Annual cap	RMB12 million	RMB12 million

Basis of the Annual Caps

The Annual Caps were determined principally with reference to:

(i) the status of the influencers in contract with the Joint Venture and their We-Media content planning during the term of the Promotional Services Framework Agreement;

(ii) the anticipated times of promoting activities of the JV Partner and its associates via the Online Platforms; and

(iii) the anticipated increasing penetration of the Online Platforms among internet users in the PRC.

Given the basis as mentioned above, the Annual Caps reflect the current expectation and trend for the increased demand for advertising promotion services of the JV Partner and its associates.

Pricing policy

The JV Partner shall pay service fees to the Joint Venture. The service fees shall be settled on a monthly basis, and be determined on a cost-plus basis, with reference to, reasonable margin, the cost of labour, traveling expenses, materials and equipment costs, taxes, office and administration expenses, and all other expenses incurred in connection with the Promotional Services necessary for the Joint Venture to fully and properly perform its obligations under this contract. The service fees charged to the JV Partner shall be not less favourable to the Joint Venture than that offered to independent third party for services of same/similar nature and of comparable quality.

Reasons for and benefits of entering into the Promotional Services Framework Agreement

Given that the Joint Venture's official accounts on different online platforms were influencer based on its followers and response rate from such followers, the JV Partner is in need of the Joint Venture's large user base to attract more consumers to the products and services and build up connection with potential customers by increasing their knowledge and familiarity with the products and services. The Joint Venture will benefit from the additional income source.

The terms of the Promotional Services Framework Agreement were agreed upon after arm's length negotiations between the relevant parties thereto and these transactions are entered into and conducted in the ordinary and usual course of business of the Group. The Directors (including the independent non-executive Directors) consider that the terms of the Promotional Services Framework Agreement and the transactions contemplated thereunder (including, each of the Annual Caps) are fair and reasonable and are conducted in the ordinary and usual course of business of the Group, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

As none of the Directors has a material interest in the transactions contemplated under the Promotional Services Framework Agreement, no Director was required to abstain from voting on the Board resolutions in relation to such agreement and the transactions contemplated thereunder.

INTERNAL CONTROL

The Group will adopt the internal control measures as follows:

The legal and compliance department and the financial management department of the Group will review the terms of the Promotional Services Framework Agreement to be entered into for ensuring compliance with the GEM Listing Rules.

The legal and compliance department and financial management department of the Group will summarise the transaction amounts incurred under the Promotional Services Framework Agreement regularly on a monthly basis and report to the senior management of the Group. The senior management and the relevant departments of the Group will be informed of the status of such transactions in a timely manner such that the transaction amounts can be conducted within the Annual Caps. In addition, the independent non-executive Directors will conduct an annual review of the implementation of the continuing connected transactions. The Company will also engage its external auditors to conduct annual review of the continuing connected transactions in accordance with the requirements under the GEM Listing Rules.

The Group will regularly examine the pricing of the Promotional Services Framework Agreement to ensure that such transactions are conducted in accordance with the pricing terms thereof, including reviewing the historical transaction records of the Group for similar services and arrangements with other independent third party for similar services.

INFORMATION ABOUT THE PARTIES

The Joint Venture is a company established under the laws of the PRC, and an indirect non-wholly owned subsidiary contractually owned by the Company through VIE arrangement. It is principally engaged in new media business, including but not limited to, We-Media operations, influencer incubation and training, as well as content creation in the PRC.

The JV Partner. a company established under the laws of the PRC, is a substantial shareholder of the Joint Venture and hence a connected person of the Company at the subsidiary level. It is principally engaged in the new media business in the multi-channel network industry, including but not limited to, We-Media incubation and social media marketing in the PRC.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Joint Venture was indirectly contractually owned by the Company as to 51%, and owned as to 49% by the JV Partner. Therefore, the JV Partner, as a substantial shareholder is a connected person of the Company, and the transactions contemplated under the Promotional Services Framework Agreement constitute continuing connected transactions of the Company under Chapter 20 of the GEM Listing Rules.

As (i) the JV Partner is a connected person of the Company at the subsidiary level; (ii) the Board has approved the Promotional Services Framework Agreements and the transactions contemplated thereunder; and (iii) the independent non-executive Directors have confirmed that the terms of the Promotional Services Framework Agreements are fair and reasonable and the Promotional Services Framework Agreement and the transactions contemplated thereunder are on normal commercial terms or better and in the interests of the Company and the Shareholders as a whole, by virtue of Rule 20.99 of the GEM Listing Rules, the Promotional Services Framework Agreements and the transactions contemplated thereunder are subject to the reporting and announcement requirements but are exempted from the circular, independent financial advice and Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

APPROVAL OF THE BOARD

The Board has approved the Promotional Services Framework Agreement and the transactions contemplated thereunder. None of the Directors had any material interest in the transactions contemplated under the Promotional Services Framework Agreement. Therefore, no Director is required to abstain from voting on the resolutions of the Board in approving the Promotional Services Framework Agreement and the transactions contemplated thereunder.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

"Annual Caps"	the maximum aggregate annual value projected for the period commencing from 13 February 2025 to 12 February 2026, and 13 February 2026 to 12 February 2027 in respect of the transactions contemplated under the Promotional Services Framework Agreement
"associate(s)"	has the meaning ascribed to it under the GEM Listing Rules
"Board"	the board of Directors
"China" or "PRC"	The People's Republic of China and, except where the context requires and only for the purpose of this announcement, references in this announcement to the PRC or China do not include Taiwan, Hong Kong or Macau
"Company"	Bingo Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
"connected person(s)"	has the meaning ascribed to it under the GEM Listing Rules

"connected transaction(s)"	has the meaning ascribed to it under the GEM Listing Rules
"Directors"	the directors of the Company
"GEM"	GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"JV Partner"	Shenzhen Xinfeng Cultural and Creative Development Co. Ltd. (深圳市新蜂文創發展有限公司), a company established in the PRC with limited liability
"Joint Venture"	Shenzhen Xingfeng Culture Media Co. Ltd.* (深圳市星蜂文化傳媒有限公司), a company established under the laws of the PRC with limited liability and an indirect non-wholly owned subsidiary of the Company, which was contractually owned as to 51% by the Company, and owned as to 49% by the JV Partner
"Online Platforms"	official accounts of the Joint Venture on platforms of Douyin (抖音) and Bilibili (嗶哩嗶哩) respectively
"Promotional Services"	the advertising promotion services provided by the Joint Venture, including but not limited to, We-Media account management services, We-Media account promotion, We-Media content planning and production
"Promotional Services Framework Agreement"	the agreement dated 12 February 2025 entered into between the Joint Venture and the the JV Partner regarding the provision of Promotional Services
"RMB"	Renminbi, the lawful currency of the PRC
"Shareholder(s)"	holder(s) of shares in the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed to it in the GEM Listing Rules

"substantial shareholder (s)"	has the meaning ascribed to it under the GEM Listing Rules
"VIE(s)"	variable interest entity(ies)
"%"	per cent

* *For identification purposes only.*

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

Hong Kong, 12 February 2025

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.