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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)

INSIDE INFORMATION — OPTION AGREEMENT

This announcement is made by the Company pursuant to the provisions of the Inside Information Provisions and Rule 17.10 of the GEM Listing Rules.

On 25 October 2025, Beglobal Investments Limited, a Substantial Shareholder entered into the Option Agreement with the Purchaser, pursuant to which the Purchaser has conditionally agreed to purchase, and the Vendor has conditionally agreed to transfer, the Sale Shares at the corresponding Consideration of applicable Transfer Scenarios, upon and subject to the terms and conditions of the Option Agreement.

On 25 October 2025, the Company was informed by Beglobal Investments Limited, a Substantial Shareholder, that Beglobal Investments Limited entered into the Option Agreement with Global Star Investment Group (the "**Purchaser**").

OPTION AGREEMENT

On 25 October 2025, Beglobal Investments Limited, a Substantial Shareholder of the Company, entered into the Option Agreement with the Purchaser, pursuant to which the Purchaser has conditionally agreed to purchase, and the Vendor has conditionally agreed to transfer, the Sale Shares at the corresponding Consideration of applicable Transfer Scenarios, upon and subject to the terms and conditions of the Option Agreement.

Save as the preemptive right as set out under the Option Agreement entered into between Beglobal Investments Limited and the Purchaser which allows the Purchaser to purchase up to 20,698,893 Shares from the Vendor during the 18 months from the date of the Option Agreement if the moving average price of the Shares reached not less than HK$6 for consecutive five (5) trading days respectively within 18 months from the date of the Option Agreement, the transaction under which will only be contemplated without triggering the mandatory general offer under Takeovers Code, the material terms of the Option Agreement are set out below.

OPTION AGREEMENT

Date

25 October 2025

Parties

(i) the Vendor, a Substantial Shareholder of the Company; and

(ii) the Purchaser, an Independent Third Party of the Company.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Purchaser and its ultimate beneficial owners are Independent Third Parties and are not connected with the Company and its connected persons.

Subject matter of the Option Agreement

The Purchaser has conditionally agreed to purchase for, and the Vendor has conditionally agreed to transfer, the corresponding Sale Shares at the Consideration of applicable Transfer Scenarios as set out below, upon and subject to the terms and conditions of the Option Agreement.

Number of Sale Shares and the Consideration

The Vendor has conditionally agreed to transfer the Sale Shares to the Purchaser or any of its designated Associates, and the Purchaser or any of its designated Associate has conditionally agreed to purchase, the corresponding Sale Shares free from all encumbrances and with all incidental interests under any of the following Transfer Scenarios:

(i) Transfer Scenario 1:

Within eighteen (18) months from the date of the Option Agreement, if the moving average price of the Shares for any consecutive five (5) trading days reached no less than HK$6, the Purchaser or any of its designated Associates reserves the right to notify the Vendor by written notice, for the purpose of the purchase of relevant Sale Shares, the number of which was calculated as follows:

Number of Sale Shares *(Note 1)* = (Consideration of Transfer Scenario 1 *(Note 2)*) ÷ 4

Note 1: if the number of Sale Shares as calculated was not an integer, then the number to be purchased by the Purchaser or any of its designated Associates should be rounded down to the nearest integer.

Note 2: Consideration of Transfer Scenario 1 of the Option Agreement was HK$82,795,572.

(ii) Transfer Scenario 2:

If the Purchaser or any of its designated Associates has not exercised its rights under Transfer Scenario 1 during the eighteen (18) months from the date of the Option Agreement, the Purchaser or any of its designated Associates reserves the right to notify the Vendor by written notice, for the purpose of the purchase of relevant Sale Shares, the number of which was calculated as follows:

Y= the average closing price of the Shares for the five (5) trading days immediately after the eighteen (18^{th}) months from the date of the Option Agreement

Number of Sale Shares *(Note 3)* = (Consideration of Transfer Scenario 2 *(Note 4)*) ÷ Y × 108% *(Note 5)*

Note 3: if the number of Sale Shares as calculated was not an integer, then the number to be purchased by the Purchaser or any of its designated Associates should be rounded down to the nearest integer.

Note 4: Consideration of Transfer Scenario 2 of the Option Agreement was HK$2,000,000.

Note 5: if Y as calculated was under HK$4, the number of Sale Shares will be 8% more; if Y as calculated was no less than HK$4, then the number of Sale Shares = (consideration of Transfer Scenario 2) ÷ Y.

The Purchaser shall pay HK$2,000,000 as deposit to the Vendor after signing the Option Agreement and the deposit shall be refunded to the Purchaser if the Vendor commits a breach of the representations, warranties under the Option Agreement or in the event that the Conditions Precedent have not been fulfilled by the Long Stop Date. Moreover, such deposit could be used to offset part of the Consideration of any applicable Transfer Scenarios.

Conditions Precedent

Completion of the Transfer shall be conditional upon fulfilment (or where applicable, wavier thereof by the Purchaser) of the following conditions:

(a) All representations and warranties made by the Vendor under the Option Agreement shall remain true, accurate and not misleading in all respects from the date of signing the Option Agreement until the Completion, as if they were remade on each such date.

(b) The Vendor has performed and complied with all agreements, terms, and conditions under the Option Agreement that are required to be performed or complied with by it prior to the Completion, including but not limited to having obtained all necessary consents, approvals, waivers, and authorisations related to the Transfer under the execution of the Option Agreement.

(c) There is no effective decree, order, judgment or injunction issued by any court, governmental authority or other competent authority that prohibits or restricts the Completion.

(d) The Vendor and the Target Company have obtained all necessary third-party consents, approvals, waivers and authorisations (including but not limited to consents under any contracts and approvals from any regulatory authorities) for the Transfer under the Option Agreement, and such consents, approvals, waivers and authorisations remain in full force and effect.

(e) The Vendor has provided the Purchaser a certified copy of the resolutions duly passed by its board of directors (or other necessary internal bodies) approving the Transfer and the terms of the Option Agreement.

The Purchaser is entitled to waive in whole or in part any of the Conditions Precedent by written notice, while such waiver may be confined to any additional clauses the Purchaser stipulates. In the event that any of the Conditions Precedents are deemed not to have been fulfilled or are not fulfilled or waived (if applicable), in each case, at or before 5:00 p.m. on the Long Stop Date, the Option Agreement and any rights or obligations contained in it shall terminate and be null and void and of no further legal effect.

Completion

Completion will be taken place pursuant to the applicable Transfer Scenarios.

The Company will make further announcement(s) as and when necessary in accordance with the GEM Listing Rules.

INFORMATION OF THE VENDOR AND THE PURCHASER

The Vendor is a company incorporated in British Virgin Islands with limited liability and one of the Substantial Shareholders of the Company.

Global Star Investment Group Limited, the Purchaser, is a Company incorporated in the British Virgin Islands with limited liability and principally engaged in investment.

DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

''Associate''	has the meaning ascribed to it in the GEM Listing Rules
''Board''	the board of directors of the Company
''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
''Completion''	the completion of the Transfer pursuant to the terms and conditions of the Option Agreement
''Conditions Precedent''	the conditions precedent to the Completion
''connected person(s)''	has the meaning ascribed to it in the GEM Listing Rules
''Consideration''	the consideration to settle the Transfer under applicable Transfer Scenarios of the Option Agreement
''GEM''	GEM of the Stock Exchange
''GEM Listing Rules''	the Rules Governing the Listing of Securities on GEM
''HK$''	Hong Kong dollars, the lawful currency of Hong Kong
''Hong Kong''	the Hong Kong Special Administrative Region of the PRC
''Independent Third Party(ies)''	person(s) or company(ies) and whose ultimate beneficial owner who/which is/are independent of the Directors, chief executive and substantial shareholders of the Company and its subsidiaries and any of their respective associates as defined in the GEM Listing Rules

''Inside Information Provisions''	inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
''Long Stop Date''	30 April 2027, or such other date(s) as may be agreed in writing by the Vendor and the Purchaser
''Option Agreement''	the option agreement dated 25 October 2025 entered into between the Vendor and the Purchaser in relation to the Transfer
''PRC''	The People's Republic of China, which for the purposes of this announcement, excluding Hong Kong, Macau and Taiwan
''Purchaser''	Global Star Investment Group Limited, a company incorporated in the British Virgin Islands with limited liability
''Sale Shares''	the Shares to be transferred from the Vendor to the Purchaser under the applicable Transfer Scenarios of Option Agreement
''Share(s)''	ordinary share(s) of HK$0.1 each in the share capital of the Company
''Shareholder(s)''	holder(s) of the Share(s) from time to time
''Stock Exchange''	The Stock Exchange of Hong Kong Limited
''Substantial Shareholder''	has the meaning ascribed to it in the GEM Listing Rules
''Takeovers Code''	the Code on Takeovers and Mergers published by the Securities and Futures Commission
''Transfer''	the sale and purchase of the Sale Shares from the Purchaser
''Transfer Scenarios''	the scenarios where the Purchaser or any of its designated Associates reserves the right to purchase the corresponding Sale Shares

''Vendor''	Beglobal Investments Limited, a company incorporated in the British Virgin Islands with limited liability, a Substantial Shareholder
''%''	per cent

By order of the Board
Bingo Group Holdings Limited
CHOW Man Ki Kelly
Executive Director

Hong Kong, 25 October 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.*