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MR. CHIAU SING CHI

BINGO GROUP HOLDINGS LIMITED
（比高集團控股有限公司）
(Incorporated in Cayman Islands with limited liability)
(Stock Code: 8220)

JOINT ANNOUNCEMENT

(1) MONTHLY UPDATE IN RELATION TO POSSIBLE UNCONDITIONAL MANDATORY CASH OFFERS BY SINOLINK ON BEHALF OF THE SUBSCRIBER TO ACQUIRE ALL OF THE ISSUED SHARES IN BINGO GROUP HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED BY OR TO BE ACQUIRED BY THE SUBSCRIBER AND PARTIES ACTING IN CONCERT WITH HIM) AND FOR THE CANCELLATION OF ALL OUTSTANDING OPTIONS OF BINGO GROUP HOLDINGS LIMITED; AND (2) ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

Financial Adviser to the Offeror

MESSIS 大有融資

References are made to (i) the announcement jointly issued by Mr. Chiau Sing Chi and Bingo Group Holdings Limited dated 12 February 2026 (the "**Joint Announcement**") in relation to, among others, the proposed amendments to the terms and conditions of unsecured zero coupon rate convertible bonds in the principal amount of HK$19 million due 2025 and the possible unconditional mandatory cash offer for shares by Sinolink Securities (Hong Kong) Company Limited for and on behalf of the Offeror to acquire all the issued shares of the Company (other than those shares already owned by or agreed to be acquired by the Offeror and parties acting in concert with him) and for the cancellation of all outstanding options of the Company; (ii) the announcement jointly issued by the Offeror and the Company dated 5 March 2026 in relation to, among others, the delay in despatch of the Composite Document (the "**Delay Announcement**", together with the Joint Announcement, the "**Joint Announcements**"); (iii) the announcement jointly issued by the Offeror and the Company dated 2 April 2026 in relation to monthly updates on the status of the transactions; and (iv) the announcements issued by the Company dated 13 March 2026, 27 March 2026, 8 April 2026, 17 April 2026 and 4 May 2026 in relation to the delay in despatch of a circular containing further details of the Proposed Amendments as set out in the Joint Announcement and a notice convening the EGM.

Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the Joint Announcements.

(1) MONTHLY UPDATE IN RELATION TO POSSIBLE UNCONDITIONAL MANDATORY CASH OFFERS BY SINOLINK ON BEHALF OF THE SUBSCRIBER TO ACQUIRE ALL OF THE ISSUED SHARES IN BINGO GROUP HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED BY OR TO BE ACQUIRED BY THE SUBSCRIBER AND PARTIES ACTING IN CONCERT WITH HIM) AND FOR THE CANCELLATION OF ALL OUTSTANDING OPTIONS OF BINGO GROUP HOLDINGS LIMITED

As disclosed in the Delay Announcement, an application was made for the Executive's consent to the extension of time to comply with the requirement under Rule 8.2 of the Takeovers Code, seeking for the latest date for the despatch of the Composite Document to 7 days after the Conversion or 31 May 2026, whichever is earlier. On 5 March 2026, the Executive granted such consent. The Offeror and the Company are in the course of fulfilling the Conditions referred to the paragraph headed "Conditions to the Proposed Amendments" in the Joint Announcement and the making of the Offers is subject to completion of the Proposed Amendments and the Conversion. The Circular containing further details of the Proposed Amendments and the notice convening the EGM has been approved by the Stock Exchange. It is expected that the despatch of the Circular will be on or before 13 May 2026. As at the date of this joint announcement, none of the Conditions has been satisfied. Further announcement(s) will be made to

update Independent Shareholders, Optionholders and potential investors of any major developments relating to the Offers in accordance with the Takeovers Code and other regulations as and when appropriate and when the Composite Document is despatched. Shareholders are strongly advised to read the Composite Document carefully before deciding whether or not to accept the Offers.

Pursuant to the consent to extension of time granted, the Offeror and the Company shall issue joint announcements to provide monthly updates on the status of the transactions.

(2) ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

Since the Joint Announcement, there has been changes in the relevant securities in issue which should have been disclosed pursuant to Rule 3.8 of the Takeovers Code.

UPDATE ON THE NUMBER OF RELEVANT SECURITIES ISSUED BY THE COMPANY

The Board announces that an aggregate of 3,009,532 Shares have been issued upon the exercise of 3,009,532 Share Options since the Joint Announcement with the details set out below:

(i) the 2012 Share Option Scheme:

Date of grant	Period during which Share Options are exercisable	Exercise price per Share	Date of exercise	Date of issue	Number of Share Options exercised	Number of new Shares issued upon exercise of Share Options
6 July 2021	6 July 2021 – 5 July 2026	HK$0.84	13 February 2026	13 February 2026	220,000	220,000
6 July 2021	6 July 2021 – 5 July 2026	HK$0.84	11 March 2026	11 March 2026	220,000	220,000
6 July 2021	6 July 2021 – 5 July 2026	HK$0.84	8 April 2026	8 April 2026	414,000	414,000

(ii) the 2024 Share Option Scheme:

Date of grant	Period during which Share Options are exercisable	Exercise price per Share	Date of exercise	Date of issue	Number of Share Options exercised	Number of new Shares issued upon exercise of Share Options
3 July 2024	3 July 2024 – 2 July 2029	HK$1.17	2 April 2026	2 April 2026	2,052,888	2,052,888
3 July 2024	3 July 2024 – 2 July 2029	HK$1.17	8 April 2026	8 April 2026	102,644	102,644

As at the date of this joint announcement, the Company has (i) 108,864,818 Shares in issue; (ii) outstanding Convertible Bonds which may be converted into 69,090,909 Shares upon exercise of the Conversion Rights in full; and (iii) 6,121,708 outstanding Share Options, included in which are:— (a) 1,708,000 outstanding Share Options exercisable under the 2012 Share Option Scheme at the exercise price of HK$0.84 per Share; and (b) 4,413,708 outstanding Share Options exercisable under the 2024 Share Option Scheme at the exercise price of HK$1.17 per Share. Save for the Convertible Bonds and Share Options disclosed above, there are no other outstanding warrants, derivatives or convertible securities which may confer any rights to the holder(s) thereof to subscribe for, convert or exchange into Shares. Messis Capital Limited, the financial adviser to the Offeror in respect of the Offers, are satisfied that the sufficient financial resources are available to the Offeror for meeting his obligations in case of full acceptance of the Offers, and an updated financial resources confirmation dated 5 May 2026 has been provided by Messis Capital Limited to the Securities and Futures Commission.

DEALING DISCLOSURE

In accordance with Rule 3.8 of the Takeovers Code, the associates (as defined under the Takeovers Code, including persons holding 5% or more of a class of relevant securities issued by the Company) of the Company and the Offeror are hereby reminded to disclose their dealings in any securities of the Company pursuant to Rule 22 of the Takeovers Code. In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

*"**Responsibilities of stockbrokers, banks and other intermediaries***

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or offeree company and other

persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than $1 million. This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved. Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation."

Pursuant to Rule 3.8 of the Takeovers Code, the offeree company must announce, as soon as possible, changes to the relevant securities issued by the offeree company. Accordingly, this announcement pursuant to Rule 3.8 of the Takeovers Code should have been issued on 13 February 2026, 11 March 2026, 2 April 2026 and 8 April 2026 on the dates of issue as shown on the tables above. Due to inadvertent oversight, there was a delay in the preparation of such announcement. The Company will closely monitor the transactions status and make sure announcement(s) are made on time to the Independent Shareholders.

WARNING

The Offers will only be made if the Conversion takes place. The Conversion is subject to the satisfaction of the conditions precedent specified in the paragraph headed "Conditions to the Proposed Amendments" in the Joint Announcement. Accordingly, the Conversion may or may not take place and the Offers may or may not be made.

Independent Shareholders, Optionholders and potential investors are advised to exercise extreme caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers. This joint announcement is made in compliance with the Takeovers Code for the purpose of, among other things, informing the Independent Shareholders, the Optionholders and potential investors of the Company of the Offers to be made. The Directors make no recommendation as to the fairness or reasonableness of the Offers or as to the acceptance of the Offers in this joint announcement.

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

MR. CHIAU SING CHI

Hong Kong, 6 May 2026

As at the date of this joint announcement, the Board comprises Mr. CHIAU Sing Chi, Ms. CHOW Man Ki Kelly, Mr. WANG Peng, Mr. LAU Man Kit 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 joint 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 joint 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 joint announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and Offeror Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

The Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group), and confirm, having made all reasonable inquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

This joint 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.