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This joint announcement is not for release, publication or distribution, in whole or in part, in or into any jurisdiction where to do so would constitute a violation of the applicable laws or regulations of such jurisdiction.

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) CONVERSION OF CONVERTIBLE BONDS; AND (2) ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

Financial Adviser to the Offeror

Carlyon Capital Limited

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 and 6 May 2026 in relation to monthly updates on the status of the transactions; (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 (the "**Circular**") and a notice convening the EGM (the "**Notice of EGM**"); (v) the Circular and Notice of EGM both dated 12 May 2026; and (vi) the poll result announcement of EGM dated 27 May 2026.

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

(1) CONVERSION OF CONVERTIBLE BONDS

As stated in the Joint Announcement, on 24 December 2025 Mr. Chiau has executed and delivered a conditional conversion notice to the Company, pursuant to which Mr. Chiau exercised his Conversion Rights subject to the fulfillment of the Conditions.

The Offeror and the Company have fulfilled the Conditions referred to in the paragraph headed "Conditions to the Proposed Amendments" in the Joint Announcement:

(i) as more than 50% of the votes were cast in favour of the ordinary resolution to approve, confirm and ratify the Proposed Amendments under the Deed of Amendment entered into between the Company and the Offeror dated 12 February 2026 and the Amended and Restated Bond Instrument at the EGM, the resolution was duly passed as ordinary resolution of the Company at the EGM on 27 May 2026; and

(ii) approval from the Stock Exchange for the Proposed Amendments under GEM Listing Rule 34.05 was received on 15 May 2026; and

(iii) the Amended and Restated Bond Instrument has been executed by the Company on 27 May 2026.

Accordingly the conversion took place and the relevant Conversion Shares in the total number of 69,090,909 Shares were allotted and issued to the Offeror on 28 May 2026.

(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 is required to be disclosed pursuant to Rule 3.8 of the Takeovers Code.

UPDATE ON THE NUMBER OF RELEVANT SECURITIES ISSUED BY THE COMPANY

After issue of such Conversion Shares and as at the date of this announcement, the number of issued shares of the Company has been increased to 177,955,727 Shares, and the Conversion Shares represent approximately 63.46% of the issued share capital of the Company immediately before the allotment and issue of the Conversion Shares, and approximately 38.82% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares.

SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) immediately before Conversion; (ii) immediately after Conversion; and (iii) immediately after Conversion, assuming that there is no change in the issued share capital of the Company and all the outstanding Share Options are fully exercised upon the Conversion, are as follows:

	Immediately before Conversion		**Immediately upon the allotment and issue of the Conversion Shares**		**Immediately upon full exercise of the Convertible Bonds (assuming all the outstanding Share Options are exercised upon the Conversion, other than those already owned by Mr. Chiau and/or parties acting in concert with him)**	
	Number of Shares	*Approximate % of issued Shares*	*Number of Shares*	*Approximate % of issued Shares*	*Number of Shares*	*Approximate % of issued Shares*
Mr. Chiau *(Note 1 and Note 2)*	2,757,352	2.53	71,848,261	40.38	71,848,261	39.26
Beglobal *(Note 1)*	32,962,124	30.28	32,962,124	18.52	32,962,124	18.01
Golden Treasure *(Note 1)*	7,250,000	6.66	7,250,000	4.07	7,250,000	3.96
Subtotal of the Offeror Concert Parties	42,969,476	39.47	112,060,385	62.97	112,060,385	61.23
Mr. LAU Man Kit *(Note 4)*	—	—	—	—	102,644	0.06
Other holders of the Share Options	—	—	—	—	4,959,776	2.71
Other Public Shareholders	65,895,342	60.53	65,895,342	37.03	65,895,342	36.00
Total:	**108,864,818**	**100.00**	**177,955,727**	**100.00**	**183,018,147**	**100.00**

Notes:

1. Mr. Chiau, Ms. Chow and their family are the beneficiaries of a discretionary trust of which Sinostar FE (PTC) Limited ("**Sinostar**") is the trustee. Sinostar as the trustee of the discretionary trust is the sole shareholder of Treasure Offshore Holdings Limited ("**Treasure Offshore**"), which is the sole shareholder of Beglobal. All of Sinostar, Treasure Offshore, Golden Treasure and Beglobal are parties acting in concert with Ms. Chow and Mr. Chiau (as defined under the Takeovers Code). Beglobal Investments Limited directly holds 32,962,124 shares (18.52% of the issued share capital of the Company as at the date of this announcement) of the Company and indirectly holds 7,250,000 shares (4.07% of the issued share capital of the Company as at the date of this announcement) of the Company through Golden Treasure. Golden Treasure is a directly wholly-owned subsidiary of Beglobal. By virtue of the SFO, Mr. Chiau is deemed to be interested in the Shares held by Beglobal and Golden Treasure.

2. As of the date of this announcement, Mr. Chiau is holding 102,644 Share Options which entitles him to exercise and subscribe for 102,644 Shares.

3. Upon the exercise of the share option no option holder will become a substantial shareholder and therefore will be public shareholders.

4. Mr. Lau Man Kit is an executive director.

5. Further to the 40,212,124 shares held by trust that Ms. Chow is interested in, Ms. Chow holds a total of 956,644 share options which entitles her to exercise and subscribe for 956,644 Shares.

Save for Mr. Chiau, Ms. Chow and Mr. Lau Man Kit, as at the date of this announcement, no Directors hold any Shares or securities of the Company.

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."

WARNING

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, 28 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.