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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) CLOSE OF UNCONDITIONAL MANDATORY CASH OFFERS BY
SINOLINK ON BEHALF OF THE OFFEROR TO ACQUIRE ALL OF
THE ISSUED SHARES IN BINGO GROUP HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED BY OR TO BE ACQUIRED BY
THE OFFEROR AND PARTIES ACTING IN CONCERT WITH HIM) AND
FOR THE CANCELLATION OF ALL OUTSTANDING OPTIONS OF
BINGO GROUP HOLDINGS LIMITED;
(2) RESULTS AND SETTLEMENT OF THE OFFERS; AND
(3) PUBLIC FLOAT OF THE COMPANY**

Financial Adviser to the Offeror



Carlyon Capital Limited

Offer Agent



Independent Financial Adviser to the Independent Board Committee



Capital 9 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; (iii) the announcement jointly issued by the Offeror and the Company dated 2 April 2026, 6 May 2026 and 2 July 2026 in relation to monthly updates on the status of the transactions; (iv) the announcement jointly issued by Offeror and the Company dated 28 May 2026 in relation to the (1) conversion of Convertible Bonds; and (2) announcement pursuant to Rule 3.8 of the Takeovers Code; (v) the announcement jointly issued by the Offeror and the Company dated 1 June 2026 in relation to (1) completion of the Proposed Amendments to the terms and conditions of the Convertible Bonds and Conversion; (2) unconditional mandatory cash offers by Sinolink on behalf of the Offeror to acquire all of the issued Shares in the Company (other than those already owned by or to be acquired by the Offeror and parties acting in concert with him) and the cancellation of all outstanding Options of the Company; (3) delay in despatch of Composite Document; and (4) monthly update; (vi) announcement dated 8 June 2026 pursuant to Rule 3.8 of the Takeovers Code; (vii) 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; (viii) the Circular and Notice of EGM both dated 12 May 2026; (ix) the announcement of the Company in relation to the appointment of Independent Financial Adviser dated 18 May 2026; (x) the poll result announcement of EGM dated 27 May 2026; and (xi) the composite offer and response document dated 7 July 2026 (the “**Composite Document**”) jointly issued by the Company and the Offeror in relation to, among other things, the Offers; and (xiii) the announcements of the Company pursuant to Rule 3.8 of the Takeovers Code dated 14 July 2026 and 20 July 2026.

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

CLOSE OF THE OFFERS

The Offeror and the Company jointly announce that the Offers were closed at 4:00 p.m. on Wednesday, 29 July 2026 and were not revised or extended by the Offeror.

RESULTS OF THE OFFERS

As at 4:00 p.m. on Wednesday, 29 July 2026, being the latest time and date for the acceptance of the Offers as set out in the Composite Document, the Offeror has received:

- (i) valid acceptances in respect of a total of 52,750 Offer Shares (the “**Acceptance Shares**”) under the Share Offer, representing approximately 0.03% of the entire issued share capital of the Company as at the date of this joint announcement; and
- (ii) valid acceptances in respect of a total of 0 Share Options (the “**Acceptance Share Options**”) under the Option Offer, representing approximately 0% of the Share Options under the Option Offer.

Immediately upon the close of the Offers and as at the date of this joint announcement, taking into account the valid acceptances in respect of the Acceptance Shares (subject to the completion of the transfer of those Acceptance Shares to the Offeror), the Offeror and the Offeror Concert Parties are interested in an aggregate of 112,113,135 Shares, representing approximately 61.89% of the total issued share capital of the Company as at the date of this joint announcement.

As at the date of this joint announcement, Mr. Chiau Sing Chi, an executive Director and a beneficiary of a discretionary trust which is directly and indirectly interested in a total of 112,113,135 Shares. As at the date of this joint announcement, Ms. Chow Man Ki Kelly, an executive Director and a beneficiary of a discretionary trust which is indirectly interested in 40,212,124 Shares.

Save as disclosed above, none of the Offeror and the Offeror Concert Parties (i) held, controlled or directed any Shares and rights over Shares immediately before the commencement of the Offer Period; (ii) has acquired or agreed to acquire any Shares or any rights over Shares during the Offer Period; or (iii) has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company from the commencement of the Offer Period and up to and including the date of this joint announcement.

SETTLEMENT OF THE OFFERS

Based on the 5 valid acceptances in respect of 52,750 Offer Shares under the Share Offer at the Share Offer Price of HK\$0.275 per Offer Share and given that there is no valid acceptance for the Option Offer, the total consideration of the Offers is HK\$14,506.25.

Remittances in respect of cash consideration payable for the valid acceptances received under the Offers (after deducting the seller's ad valorem stamp duty in respect of acceptance of the Share Offer) have been or will be despatched to the accepting Shareholder(s) and the Optionholder(s) (to the address specified on the relevant Form(s) of Acceptance) by ordinary post at his/her/its own risk as soon as possible, but in any event no later than seven (7) business days after the date on which the duly completed Forms of Acceptance(s) and the relevant document(s) of title in respect of such acceptances are received by the Registrar (in respect of the Share Offer) or the Company (in respect of the Option Offer) to render each such acceptance complete, valid and in compliance with Note 1 to Rule 30.2 of the Takeovers Code.

No fractions of a Hong Kong cent will be payable and the amount of the consideration payable to a Shareholder or an Optionholder who accepts the Offers will be rounded up to the nearest Hong Kong cent.

The latest date for posting of remittances for the amount due in respect of valid acceptances received under the Offers is Friday, 7 August 2026.

SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this joint announcement, the Company has a total of 181,137,703 Shares in issue.

Immediately before the commencement of the Offer Period, the Offeror and Offeror Concert Parties were interested in a total of 112,060,385 Shares, representing 62.61% of the then issued share capital of the Company.

Immediately after the Conversion, the Offeror and Offeror Concert Parties were interested in a total of 112,060,385 Shares, representing 62.97% of the then issued share capital of the Company.

Taking into account the valid acceptances in respect of 52,750 Offer Shares under the Share Offer (subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptance were received), immediately upon the close of the Offers, the Offeror and the Offeror Concert Parties would hold an aggregate of 112,113,135 Shares, representing approximately 61.89% of the total issued Shares as at the date of this joint announcement and immediately after the close of the Offers.

The table below sets out the shareholding structure of the Company (i) Immediately upon full exercise of the Convertible Bonds as at 28 May 2026; (ii) Upon exercise of share options as at 20 July 2026; and (iii) Immediately upon the close of the Offers and as at the date of this joint announcement (taking into account the valid acceptances received and subject to the completion of the transfer of those Acceptance Shares to the Offeror):

Shareholders	Immediately upon full exercise of the Convertible Bonds as at 28 May 2026		Upon exercise of share options as at 20 July 2026		Immediately upon the close of the Offers and as at the date of this joint announcement	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
						(Note 6)
Mr. Chiau						
(Note 1)	71,848,261	40.37	71,848,261	39.66	71,901,011	39.69
Beglobal						
(Note 1)	32,962,124	18.52	32,962,124	18.20	32,962,124	18.20
Golden Treasure						
(Note 1)	<u>7,250,000</u>	<u>4.07</u>	<u>7,250,000</u>	<u>4.00</u>	<u>7,250,000</u>	<u>4.00</u>
Subtotal of Mr. Chiau, his associates and Offeror						
Concert Parties	112,060,385	62.97	112,060,385	61.86	112,113,135	61.89
Mr. Lau Man Kit (Note 3)	—	—	102,644	0.06	—	—
Other Public Shareholders	<u>65,895,342</u>	<u>37.03</u>	<u>68,974,674</u>	<u>38.08</u>	<u>69,024,568</u>	<u>38.11</u>
Total	<u><u>177,955,727</u></u>	<u><u>100.00</u></u>	<u><u>181,137,703</u></u>	<u><u>100.00</u></u>	<u><u>181,137,703</u></u>	<u><u>100.00</u></u>

Notes:

- As at the date of this joint announcement, Mr. Chiau, Ms. Chow and their family are the beneficiaries of a discretionary trust of which Sinostar is the trustee. Sinostar as the trustee of the discretionary trust is the sole shareholder of 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 directly holds 32,962,124 shares (18.20% of the issued share capital of the Company as at the date of this joint announcement) of the Company and indirectly holds 7,250,000 shares (4.00% of the issued share capital of the Company as at the date of this joint 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. Mr. Chiau is also personally interested in 71,901,011 shares.

2. The other holders of the share options are not core connected persons of the Company. Upon the exercise of the share option no option holder will become a substantial shareholder and therefore will be public shareholders.
3. Mr. Lau Man Kit is an executive director.
4. The percentage has been calculated on the basis of 181,137,703 issued Shares as at the date of this joint announcement.
5. Certain percentage figures included in this table have been subject to rounding adjustments. Figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

CANCELLATION AND LAPSE OF THE SHARE OPTIONS

Pursuant to the announcements of the Company on 14 July 2026, a total of 1,129,088 share options were exercised on 14 July 2026. Pursuant to the announcements of the Company on 20 July 2026 a total of 1,026,444 share options were exercised on 20 July 2026. Pursuant to the announcement of the Company on 14 July 2026, the 1,708,000 outstanding share options exercisable under the 2012 Share Option Scheme at the exercise price of HK\$0.84 per Share have lapsed on 6 July 2026.

The Acceptance Share Options are cancelled pursuant to the acceptance of the Option Offer. As stated in the Composite Document, if the Option Offer is not accepted, any unexercised Share Options will lapse upon the Closing Date of the Option Offer. 1,231,732 Share Options in respect of which the Option Offer which has not been accepted will automatically lapse upon the close of the Option Offer.

As at the date of this joint announcement, the Company has no outstanding Share Options.

PUBLIC FLOAT OF THE COMPANY

Immediately upon the close of the Offers and as at the date of this joint announcement, subject to the completion of the transfer of those Acceptance Shares to the Offeror, 69,024,568 Shares, representing approximately 38.11% of the total issued share capital of the Company, are held by the public (as defined under the GEM Listing Rules). Accordingly, as at the date of this joint announcement, the Company continues to satisfy the minimum public float requirement under the 11.23 of the GEM Listing Rules.

MR. CHIAU SING CHI

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

Hong Kong, 29 July 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 inquiries, that to the best of his knowledge, opinions expressed in this joint announcement 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.