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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)

DISCLOSEABLE TRANSACTION DISPOSAL OF A SUBSIDIARY

On 6 October 2026, the Vendor, which is a wholly owned subsidiary of the Company, and the Purchaser entered into the SPA, pursuant to which the Vendor has agreed to sell and the Purchaser has agreed to purchase the Sale Shares, representing 100% of the issued share capital of the Disposal Company for a consideration of HK\$1.

Upon Completion, the Disposal Company will no longer be a subsidiary of the Vendor and the Company, and the Vendor will cease to hold any of the issued share capital of the Disposal Company. Accordingly, the financial results of the Disposal Company will no longer be consolidated into the financial statements of the Group.

GEM LISTING RULES IMPLICATIONS

As the applicable percentage ratios under Chapter 19 of the GEM Listing Rules in respect of the Disposal exceeds 5% but are below 25%, the Disposal constitutes a discloseable transaction for the Company and is therefore subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

INTRODUCTION

On 6 October 2026, the Vendor, which is a wholly owned subsidiary of the Company, and the Purchaser entered into the SPA, pursuant to which the Vendor has agreed to sell and the Purchaser has agreed to purchase the Sale Shares for a consideration of HK\$1. Details of the SPA are set out in this announcement below:

SPA

The principal terms of the SPA are set out as follows:

Date: 6 October 2026

Parties: (1) the Vendor;

And

(2) the Purchaser

The Purchaser is an individual, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Purchaser is an Independent Third Party as at the date of this announcement.

Subject matter: The Vendor conditionally agreed to sell and the Purchaser conditionally agreed to acquire the Sale Shares, representing 100% of the issued share capital of the Disposal Company.

Consideration: HK\$1

Payment terms: The sum of HK\$1 shall be paid by the Purchaser to the Company on 6 October 2026.

The Consideration was determined after arm's length negotiations between the parties with reference to the unaudited management accounts of the Disposal Group for the five months ended 31 August 2026 and the financial performance of the Disposal Group.

Completion of the Disposal took place immediately after signing of the SPA.

INFORMATION OF THE GROUP

The Company is an investment holding company incorporated in the Cayman Islands with limited liability. The Group is principally engaged in the provision of filmed entertainment, new media exploitations and licensing businesses and cinema business before the Completion. Upon the Completion, no cinema business is engaged by the Group.

INFORMATION ON THE DISPOSAL GROUP

The Disposal Company is a limited liability company incorporated in Hong Kong which is beneficially owned as to 100% by the Company immediately before the Completion.

The Disposal Company is an investment company. The Disposal Group is mainly engaged in the cinema business in the PRC.

The audited consolidated financial results of the Disposal Group for the two years ended 31 March 2026 and 2025 which are prepared in accordance with the accounting principles generally accepted in Hong Kong and its contribution to the Group are as follows:

	For the year ended 31 March	
	2026	2025
	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue	2,251	2,747
Loss from operations	1,200	2,543

The Disposal Group recorded unaudited net liabilities (excluding intercompany loans) of approximately HK\$8.6 million as at 31 August 2026.

FINANCIAL EFFECT OF THE DISPOSAL

Upon Completion, the Group will no longer have any interest in the Disposal Company and the Disposal Company will cease to be accounted as a subsidiary of the Group. Accordingly, the financial results of the Disposal Group will no longer be consolidated into the financial statements of the Group.

The estimated gain on the Disposal attributable to the owner of the Company based on the unaudited net liabilities of the Disposal Group (excluding intercompany loans) less the Consideration as at 31 August 2026 is approximately HK\$5.4 million.

The actual amount of gain or loss as a result of the Disposal to be recorded by the Company will be subject to the review and final audit performed by the auditors of the Company. The proceeds from the Disposal are currently intended to be used by the Group as general working capital.

REASONS FOR AND BENEFITS OF THE DISPOSAL

Considering the financial performance and after reviewing the business and operation status of the Disposal Group, the Board considers that it is appropriate for the Group to proceed with the Disposal. The Disposal will strengthen the cash flow of the Group, which allows the Group to improve its liquidity and to reallocate its resources to other existing opportunities.

Based on the above, the Directors are of the view that the terms of the Disposal are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

GEM LISTING RULES IMPLICATIONS

As the applicable percentage ratios under Chapter 19 of the GEM Listing Rules in respect of the Disposal exceeds 5% but are below 25%, the Disposal constitutes a discloseable transaction for the Company and is therefore subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

DEFINITIONS

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

“Board”	the board of Directors
“Company”	Bingo Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM of the Stock Exchange (stock code: 8220)
“Completion”	completion of the Disposal
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Consideration”	HK\$1 to be paid by the Purchaser to the Vendor in cash
“Director(s)”	the director(s) of the Company
“Disposal”	the sale of the Sale Shares by the Vendor to the Purchaser

“Disposal Company”	Bingo Cinema Investment Company Limited, a company incorporated in the Hong Kong with limited liability on 8 July 2010, and a direct wholly-owned subsidiary of the Vendor before Completion
“Disposal Group”	the Disposal Company and its subsidiaries
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, is/are not connected persons of the Company and is/are third party(ies) independent of the Company and its connected person(s) in accordance with the GEM Listing Rules
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Purchaser”	an individual who, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, is an Independent Third Party
“Sale Shares”	100% of the issued share capital of the Disposal Company
“Shareholders”	shareholder(s) of the Company
“SPA”	the sale and purchase agreement dated 6 October 2026 entered into between the Vendor and the Purchaser in relation to the Disposal
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Vendor”	Lofty Shine Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly owned subsidiary of the Company
“%”	per cent.

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

Hong Kong, 6 October 2026

As at the date of this 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 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 the Company website at www.bingogroup.com.hk.