

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

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Company name: Bingo Group Holdings Limited

Stock code (ordinary shares): 8220

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 15 May 2014.

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 12 November 2002

Name of Sponsor(s): N/A

Names of directors: Executive Directors

*(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)*

Chiau Sing Chi
Chow Man Ki Kelly
Chan Cheong Yee
Chong Lee Chang
Lau Man Kit

Non-Executive Director

Chin Chow Chung Hang Roberta

Independent Non-Executive Directors

Chen Chou Mei Mei Vivien
Chum Kwan Yue Desmond
Wong Chak Keung

Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

<u>Name of Shareholders</u>	<u>Number of shares of the Company held</u>	<u>Approximate percentage of issued shares of the Company</u>
Chiau Sing Chi	1,608,484,963	50.22%
Chow Man Ki, Kelly	1,608,484,963	50.22%
SMP Trustees (Hong Kong) Limited	1,608,484,963	50.22%
Treasure Offshore Holdings (PTC) Limited	1,608,484,963	50.22%
Beglobal Investments Limited	1,608,484,963	50.22%

Mr. Chiau Sing Chi and Ms. Chow Man Ki, Kelly are the beneficiaries of a discretionary trust of which SMP Trustees (Hong Kong) Limited ("SMP") is the trustee.

SMP as the trustee of the discretionary trust is the sole shareholder of Treasure Offshore Holdings (PTC) Limited, which is the sole shareholder of Beglobal Investments Limited.

Beglobal Investments Limited directly holds 1,318,484,963 shares of the Company (representing approximately 41.17% of the issued share capital of the Company) and indirectly holds 290,000,000 shares of the Company (representing approximately 9.05% of the issued share capital of the Company) through Golden Treasure Global Investment Limited.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

N/A

Financial year end date:

31 March

Registered address:

Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands

Head office and principal place of business:

Room 102-104, 1/F., Sea Bird House, 22-28 Wyndham Street, Central, Hong Kong

Web-site address (if applicable):

www.bingogroup.com.hk

Share registrar:

Principal share registrar and transfer office
Codan Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive, PO Box 2681,
Grand Cayman KY1-1111, Cayman Islands

Hong Kong branch share registrar and transfer office
Tricor Tengis Limited
Level 22, Hopewell Centre,
183 Queen's Road East, Hong Kong

Auditors:

Cheng & Cheng Limited, Certified Public Accountants
10/F., Allied Kajima Building,
138 Gloucester Road, Wan Chai, Hong Kong

B. Business activities

The Group was principally engaged in film production, cinema investment and management, licensing and derivatives, crossover marketing and provision of interactive contents.

C. Ordinary shares

Number of ordinary shares in issue: 3,202,594,562

Par value of ordinary shares in issue: HK\$0.04

Board lot size (in number of shares): 20,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

E. Other securities

Convertible Bonds

Convertible bonds (the “Convertible Bonds”) in the principal amount of HK\$45,000,000 and the amount of HK\$25 million issued on 1 June 2010 (“Commencement Date”) and the remaining four tranches (each worth HK\$5 million, and HK\$20 million in aggregate) of the Convertible Bonds issued on the date being the first, second, third and fourth anniversary of the Commencement Date. The Convertible Bonds can be converted into shares of the Company at the adjusted conversion price of HK\$0.136 per share.

As at the date hereof, an aggregate principal amount of HK\$40,000,000 of the Convertible Bonds issued and outstanding. The number of new shares of the Company to be issued upon full conversion of the outstanding Convertible Bonds is 294,117,647 shares at the adjusted conversion price of HK\$0.136 per share.

Share Options

Share options granted and remain outstanding:

<u>Date of grant</u>	<u>Number of share options outstanding</u>	<u>Exercise price per share</u>	<u>Exercisable period</u>
20 August 2010	9,000,000	HK\$0.492	20/08/2010-19/08/2016
23 August 2012	140,650,000	HK\$0.156	23/08/2012-22/08/2017
4 October 2013	2,000,000	HK\$0.1814	04/10/2013-03/10/2018
4 October 2013	125,000,000	HK\$0.1814	04/10/2013-03/10/2016
17 April 2014	304,140,000	HK\$0.364	17/04/2014-16/04/2019

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Chiau Sing Chi

Chow Man Ki Kelly

Chan Cheong Yee

Chong Lee Chang

Lau Man Kit

Chin Chow Chung Hang Roberta

Chen Chou Mei Mei Vivien

Chum Kwan Yue Desmond

Wong Chak Keung

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*