

# Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/r	nm/yyyy	v): <u>31/05/20</u>	19				
To : Hong Kong Exchanges	and Clea	aring Limited					
Name of Issuer	Name of Issuer Bingo Group Holdings Limited						
Date Submitted	03/06/2	019					
I. Movements in Authorised	Share C	apital					
1. Ordinary Shares							
(1) Stock code : <u>8220</u>	Descri	ption : Ord	inary	Shares			
		No. of ordin	ary	Par value (State currency)	Authorised sha capital (State currenc		
Balance at close of precedir	ng month	5,000,000,00	00	HK\$0.04	HK\$200,000,000	_	
Increase/(decrease)						_	
Balance at close of the mon (See Remarks)	th	20,000,000,00	00	HK\$0.01	HK\$200,000,000	_	
(2) Stock code : N/A	Descri	ption : <u></u>					
		No. of ordin	ary	Par value (State currency)	Authorised sha capital (State currenc		
Balance at close of precedir	ng month					_	
Increase/(decrease)						_	
Balance at close of the mon	th					-	

2. Preference Shares			
Stock code : <u>N/A</u> Descrip	tion : <u></u>		
	No. of preference shares	Par value (State currency)	capital
Balance at close of preceding month			
Increase/(decrease)		-	
Balance at close of the month			
3. Other Classes of Shares			
Stock code : <u>N/A</u> Descrip	tion : <u></u>		
	No. of other classes of shares	(State	capital
Balance at close of preceding month			
Increase/(decrease)		-	
Balance at close of the month			
Total authorised share capital at the e currency):	end of the month	(State HK\$2	00,000,000

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	3,421,538,679	N/A	N/A	<u>N/A</u>
Increase/ (decrease) during the month	(2,566,154,010) (See Remarks)	N/A	N/A	N/A
Balance at close of the month	855,384,669	N/A	N/A	<u>N/A</u>

### III. Details of Movements in Issued Share Capital

Share Options (un	der Share Opt	ion Schemes	of the Issuer)			
Particulars of						No. of new shares of
share option					of issuer issued	issuer which may be
scheme					during the month	issued pursuant
including EGM		Movement du	ring the month	า	pursuant thereto	thereto as at close of
approval date			<u> </u>		_	the month
(dd/mm/yyyy) and						
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share						
Option						
Scheme						
(15/8/2012)						71,500,000
Ordinary shares						(See Remarks)
(Note 1)						(000 ) (000)
(14016-1)						
2						
( / / )						
shares						
(Note 1)						
,						
3						
<u> </u>						
( / / )						
shares						
(Note 1)						
		Т	otal A. (Ord	inary shares)	N/A	
				ence shares)		
			•	(Other class)		
Total funds raised	during the mo	nth from evero		(=)		
of options (State c		IIII IIOIII EXEIC	N/A			
or options (otate o	arronoy,		14//1			

Warrants to Issue Shares of the	e Issuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy)	( / /	)				
2. N/A	, , ,	,				
( / / )						
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(	,				
3. N/A	( / /	,				
( / / )						
Stock code (if listed)						
Class of shares						
Cubaculation autos						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / /	)				
4. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Cuba animtiana muia a						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / /	)				
		T-4-1 D	(Ond:	ami oboros) 81/4		
		Total B		ary shares) <u>N/A</u> ice shares) <u>N/A</u>		_
				other class) <u>N/A</u>		
				·	·	

Convertibles (i.e. Converti	ible into Shares of t	the Issuer whic	h are to be List	:ed)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Bonds	HK\$	30,000,000		30,000,000		55,147,057
	<u> </u>					(See Remarks)
Stock code (if listed)	N/A				-	
Class of shares	· · · · · · · · · · · · · · · · · · ·					
issuable (Note 1)	Ordinary Share					
	HK\$0.544					
Subscription price	(See Remarks)					
EGM approval date						
(if applicable) (dd/mm/yyyy))	(27/05/2010)					
2. N/A	(21/03/2010)					
2. IN/A						
-						
	<del></del>					
Stock code (if listed)				•		
Class of shares		<del></del>				
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / / )					
3. N/A						
_						
				<u> </u>		
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date	-					
(if applicable)						
(dd/mm/yyyy)	( / / )	!				
4. N/A						
	<del></del>					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / / )					
(uu/IIIII/yyyy)		<del></del>	Total C. (Ording	ary shares) N/A	1	
		'		nce shares) N/A		_
				Other class) N/A		=
			(0	· ····································		-

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

eptione (ether than ander chare eption continue)		
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A		
shares (Note 1)		
2. N/A		
2. <u>IVA</u>		
-		
aharaa (Nata 1)		
shares (Note 1)		
O NI/A		
3. <u>N/A</u>		
-		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	•
,		•

Ot	her Movements in	Issued Share Capital					
	Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type or issue						
			Class of shares issuable (Note 1)	<u>N/A</u>			
1.	Rights issue	At price : State N/A currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
							-
			Class of shares issuable (Note 1)	_ <u>N/A</u>			
2.	Open offer	At price : State N/A currency	Issue and allotment date: (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares issuable (Note 1)	_N/A _			
3.	Placing	At price : State N/A currency	Issue and allotment date: (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares issuable (Note 1)	_N/A_			
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
							-

						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue						the month
5.	Scrip dividend	At price : State currency N/A	Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	_N/A	)		
6.	Repurchase of shares		Class of shares repurchased (Note 1)  Cancellation date: (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	N/A ( / / ( / /			
7.	Redemption of shares		Class of shares redeemed (Note 1)  Redemption date: (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	N/A ( / / ( / /	)		
8.	Consideration issue	At price : State N/A currency	Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	N/A ( / /	)		

	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuable (Note 1)	<u>Ordinary</u>		
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(2/5/2019)		
			EGM approval date: (dd/mm/yyyy)	(12/2/2019)	(2,566,154,010) (See Remarks)	N/A
			Class of shares issuable (Note 1)	<u>N/A</u>		
10.	Other (Please specify)	At price : State N/A currency	Issue and allotment date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	( / / )		
			Tota	I E. (Ordina	nr\/	
				` share	es) (2,566,154,0 <sup>2</sup>	10)_
			(Pre	ference share	es) N/A	
				(Other clas	5S) <u>IN/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	(2,566,154,010)
(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A
(These figures should be the same as the relevant figures under II above ("Movements in Capital").)	Issued Share

#### IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 17.27A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the

securities have been fulfilled:

- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

### Remarks (if any):

The capital reorganisation of the Company (the "Capital Reorganisation") became effective on 2 May 2019 (Hong Kong time) which involves, among others, the following:-

- a) the share consolidation (the "Share Consolidation") of every four (4) existing shares of HK\$0.04 each into one (1) consolidated share of HK\$0.16 each (each a "Consolidated Share");
- b) the reduction (the "Capital Reduction") of the issued share capital of the Company through (i) elimination of any fraction of a Consolidated Share in the issued share capital of the Company arising from the Share Consolidation in order to round down the total number of Consolidated Shares to a whole number; and (ii) a cancellation of the paid-up capital of the Company to the extent of HK\$0.15 on each issued Consolidated Share so that the nominal value of each issued Consolidated Share be reduced from HK\$0.16 to HK\$0.01; and
  - c) the subdivision of each authorised but unissued Consolidated Share of HK\$0.16 each (which shall include the authorised but unissued share capital resulting from the Capital Reduction) into sixteen (16) new shares of HK\$0.01 each (each a "New Share").

As a result of the Capital Reorganisation, the number of New Shares falling to be issued upon exercise of the outstanding share options was adjusted to 71,500,000 New Shares and the number of New Shares which fall to be issued upon full conversion of the outstanding convertible bonds was adjusted to 55,147,057 New Shares.

Details of the Capital Reorganisation are set out in the circular and announcement of the Company dated 16 January 2019 and 2 May 2019, respectively.

Subm	itted by: _	Lau Man Kit			
Title:		Director			
	(Director	, Secretary or c	ther duly a	uthorised	officer)

#### Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
  - the securities are of the same nominal value with the same amount called up or paid up;
  - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.