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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)

APPOINTMENT OF EXECUTIVE DIRECTORS AND RE-DESIGNATION OF DIRECTOR

The Board is pleased to announce that Ms. CHOW Nga Chee Alice and Mr. LIN Jason have been appointed as executive Directors and Mr. YIP Yiu Bong, a non-executive Director, has been re-designated as an executive Director, with effect from 31 March 2021.

APPOINTMENT OF EXECUTIVE DIRECTORS

The Board is pleased to announce that Ms. CHOW Nga Chee Alice (“**Ms. Chow**”) and Mr. LIN Jason (“**Mr. Lin**”) have been appointed as executive Directors with effect from 31 March 2021.

Ms. CHOW Nga Chee Alice

Ms. Chow, aged 44, is currently the Manager — Marketing, Public Relations & Content Management of the Group, directors of certain subsidiaries of the Company and a producer of TSOL. She holds the degrees of Master of Arts in Communication of Hong Kong Baptist University, Master of Corporate Governance of The Hong Kong Polytechnic University and Master of Visual Arts of Hong Kong Baptist University. Ms. Chow has approximately 20 years of experience in the industry of movie production.

Pursuant to the appointment letter entered into between Ms. Chow and the Company dated 30 March 2021, Ms. Chow's appointment will be effective from 31 March 2021 and she will not be appointed for a specific term but subject to retirement by rotation and re-election at the annual general meetings in accordance with the Company's articles of association. Either the Company or Ms. Chow may terminate the appointment by serving not less than one month's notice in writing or paying to the other party one month's director's fee in lieu of notice. In addition to annual salary of HK\$327,600 paid by the Group to Ms. Chow currently, Ms. Chow will receive monthly director fee of HK\$1 from the Company plus discretionary performance based bonus, which is determined with reference to her responsibilities, the Company's remuneration policy and the prevailing market conditions.

As at the date of this announcement, save as disclosed above, Ms. Chow does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of GEM Listing Rules) of the Company. Save as 7,500,000 share options of the Company granted to Ms. Chow under the Share Option Scheme on 17 September 2018 and 4,240,000 awarded shares of the Company granted to her under the Share Award Scheme on 14 October 2019, she does not have, nor is deemed to have, any interests in the shares of the Company within the meaning of Part XV of SFO.

Save as disclosed above, (i) Ms. Chow has not held any directorship in any listed public companies in the last three years or any other position with the Company and other members of the Company or other major appointments and professional qualifications; (ii) there is no further information to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and (iii) there is no other matter which needs to be brought to the attention of the shareholders of the Company and the Stock Exchange in relation to her appointment as an executive Director.

Mr. LIN Jason

Mr. Lin, aged 48, is currently the Chief Business Strategist of the Group. He has over 20 years' experience in financial strategic planning in various industries.

Save as disclosed above, as at the date of this announcement, Mr. Lin has not held any other major appointment and professional qualification. He did not hold any directorship in other listed public companies in the last three years. Mr. Lin does not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (within meaning of the GEM Listing Rules) of the Company. He does not hold any position with the Company or other members of the Group.

As at the date of this announcement, Mr. Lin does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of SFO.

Pursuant to the appointment letter entered into between Mr. Lin and the Company dated 30 March 2021, Mr. Lin's appointment will be effective from 31 March 2021 and he will not be appointed for a specific term but subject to retirement by rotation and re-election at the annual general meetings in accordance with the Company's articles of association. Either the Company or Mr. Lin may terminate the appointment by serving not less than one month's notice in writing or paying to the other party one month director's fee in lieu of notice. In addition to annual salary of HK\$480,000 paid by the Group to Mr. Lin currently, Mr. Lin will receive monthly director fee of HK\$1 from the Company plus discretionary performance based bonus, which is determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of GEM Listing Rules and there are no other matters relating to the appointment of Mr. Lin that need to be brought to the attention of the shareholders of the Company.

RE-DESIGNATION OF DIRECTOR

The Board announced that Mr. YIP Yiu Bong ("**Mr. Yip**"), a non-executive Director, has been re-designated as an executive Director with effect from 31 March 2021.

Mr. Yip, aged 42, holds Master's degree of Laws in Chinese and Comparative Laws, City University of Hong Kong, Master's degree in Professional Accounting, Master's degree of Science in Corporate Governance and Compliance, Hong Kong Polytechnic University and Bachelor's degree of Business Administration (Hons), Hong Kong Baptist University. Mr. Yip is a Chartered Secretary, a Chartered Governance Professional and an Associate of both The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute in the United Kingdom. Mr. Yip joined the Board as a non-executive Director in June 2020,

and is also currently the Head of Legal and Compliance of TSOL. Mr. Yip has over 14 years of experience in legal and compliance departments of various companies and legal firms.

Pursuant to the renewed appointment letter entered into between Mr. Yip and the Company dated 30 March 2021, Mr. Yip's appointment as executive Director will be effective from 31 March 2021 and he will not be appointed for a specific term but subject to retirement by rotation and re-election at the annual general meetings in accordance with the Company's articles of association. Either the Company or Mr. Yip may terminate the appointment by serving not less than one month's notice in writing or paying to the other party one month's director's fee in lieu of notice. Mr. Yip will continue to be entitled to receive a fixed monthly director's fee of HK\$10,000 plus discretionary performance based bonus, which is determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions.

As at the date of this announcement, save as disclosed above, Mr. Yip does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the GEM Listing Rules) of the Company, and he does not have, nor is deemed to have, any interests in the shares of the Company within the meaning of Part XV of SFO.

Save as disclosed above, (i) Mr. Yip has not held any directorship in any listed public companies in the last three years or any other position with the Company and other members of the Company or other major appointments and professional qualifications; (ii) there is no further information to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and (iii) there is no other matter which needs to be brought to the attention of the shareholders of the Company and the Stock Exchange in relation to the re-designation of Mr. Yip as an executive Director.

Non-compliance with Rule 5.05A of GEM Listing Rules

Following the appointment of Ms. Chow and Mr. Lin, the number of Board members increased to ten members but Company has only three independent non-executive Directors. As such, the number of independent non-executive Directors falls below the minimum number as required under Rule 5.05A of GEM Listing Rules. The Company is identifying right candidate(s) as new independent non-executive Director(s) as soon as practicable. Further announcement will be made as and when appropriate.

The Board would like to welcome Ms. Chow and Mr. Lin on their new appointment with the Company.

DEFINITIONS

Unless the context otherwise requires, capitalised terms used in this announcement shall have the following meanings:

“Board”	the board of Directors
“Company”	Bingo Group Holdings Limited (stock code: 8220), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM
“Directors”	the directors of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company together with its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“SFO”	Hong Kong Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Award Scheme”	the share awarded scheme of the Company adopted on 14 August 2019, as amended from time to time
“Share Option Scheme”	the existing share option scheme of the Company adopted on 15 August 2012
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“TSOL”	The Star Overseas Limited, the controlling shareholder of which is Ms. CHOW Man Ki Kelly and Ms. CHOW Man Ki Kelly is an executive Director and a substantial shareholder of the Company

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

Hong Kong, 30 March 2021

As at the date of this announcement, the Board comprises Mr. CHIAU Sing Chi, Ms. CHOW Man Ki Kelly and Mr. LAU Man Kit as executive Directors; Mrs. CHIN CHOW Chung Hang Roberta and Mr. YIP Yiu Bong as non-executive Directors; and Ms. CHOI Mei Ping, Mr. WONG King Keung and Mr. TSUI Wing Tak 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 Company Announcements” page of the GEM website (www.hkgem.com) for at least 7 days from its date of publication and on the website of the Company (www.bingogroup.com.hk).