

THE STOCK EXCHANGE OF HONG KONG LIMITED  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

**APPENDIX 5**  
**FORMS RELATING TO LISTING**  
**FORM F**  
**GEM**  
**COMPANY INFORMATION SHEET**

**Case Number:** \_\_\_\_\_

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

**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 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 GEM 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 18 October 2021.....

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

Executive directors  
CHIAU Sing Chi  
CHOW Man Ki Kelly  
LAU Man Kit  
CHOW Nga Chee Alice  
YIP Yiu Bong

Independent non-executive directors  
CHOI Mei Ping  
ONG King Keung  
TSUI Wing Tak

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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	Name of Shareholders	Number of shares of the Company held	Approximate percentage of issued shares of the Company
	CHIAU Sing Chi	429,694,769	41.86%
	CHOW Man Ki Kelly	402,121,240	39.17%
	Sinostar FE (PTC) Limited	402,121,240	39.17%
	Treasure Offshore Holdings Limited	402,121,240	39.17%
	Beglobal Investments Limited	402,121,240	39.17%

Mr. CHIAU Sing Chi and Ms. CHOW Man Ki Kelly are the beneficiaries of a discretionary trust of which Sinostar FE (PTC) Limited ("Sinostar") is the trustee.

Sinostar as the trustee of the discretionary trust is the sole shareholder of Treasure Offshore Holdings Limited, which is the sole shareholder of Beglobal Investments Limited.

Beglobal Investments Limited directly holds 329,621,240 shares of the Company (representing approximately 32.11% of the issued share capital of the Company) and indirectly holds 72,500,000 shares of the Company (representing approximately 7.06% of the issued share capital of the Company) through its wholly-owned subsidiary, 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:	Unit 202, 2/F, Chinaweal Centre, 414-424 Jaffe Road, Hong Kong
Web-site address (if applicable):	<a href="http://www.bingogroup.com.hk">www.bingogroup.com.hk</a>
Share registrar:	<p><u>Principal share registrar and transfer office in the Cayman Islands</u> Conyers Trust Company (Cayman) Limited Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands</p> <p><u>Branch share registrar and transfer office in Hong Kong</u> Tricor Tengis Limited Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong</p>
Auditors:	Cheng & Cheng Limited Levels 35 & 36, Tower 1, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong

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**B. Business activities**

*(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)*

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

**C. Ordinary shares**

Number of ordinary shares in issue: 1,026,444,669

Par value of ordinary shares in issue: HK\$0.01

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**

Details of any other securities in issue.  
*(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).*

*(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).*

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

**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 outstanding Convertible Bonds as stated below can be converted into shares of the Company at the adjusted conversion price of HK\$0.530 per share.

As at the date hereof, an aggregate principal amount of HK\$45,000,000 of the Convertible Bonds issued and of which an aggregate principal amount of HK\$15,000,000 of the Convertible Bonds are outstanding. The number of new shares of the Company to be issued upon full conversion of the outstanding Convertible Bonds is 28,301,886 shares at the adjusted conversion price of HK\$0.530 per share.

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Share Options

Share options granted and remain outstanding:-

Date of grant	Number of share options outstanding	Adjusted exercise price per share	Exercisable period
3 March 2017	8,500,000	HK\$0.540	03/03/2017-02/03/2022
17 September 2018	22,500,000	HK\$0.168	17/09/2018-16/09/2023
14 July 2020	8,500,000	HK\$0.074	14/07/2020-13/07/2025
6 July 2021	25,620,000	HK\$0.084	06/07/2021-05/07/2026

**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.

Submitted by: CHOW Nga Chee Alice  
(Name)

Title: Director  
(Director, secretary or other duly authorised officer)

**NOTE**

*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 as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*