



# **BINGO GROUP HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

Stock Code: 8220

**FIRST QUARTERLY REPORT 2012**

## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

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*This report, for which the directors of Bingo Group Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The directors of the Company (the “Directors”), having made all reasonable enquiries, confirm that, to the best of their knowledge and belief. The information contained in this report 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 report misleading.*

# CONTENTS

|  | Pages |
|--|-------|
| Corporate Information                                    | 3     |
| Management Discussion and Analysis                       | 4     |
| Condensed Consolidated Statement of Comprehensive Income | 6     |
| Notes to Financial Statements                            | 7     |
| Other Information  | 14    |

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

Chiau Sing Chi  
Chan Cheong Yee  
Yik Chok Man  
Fok Wai Ming Jackie

### Non-Executive Directors

Chong Lee Chang  
Chin Chow Chung Hang Roberta

### Independent Non-Executive Directors

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

## COMPANY SECRETARY

Yik Chok Man

## COMPLIANCE OFFICER

Chan Cheong Yee

## AUDIT COMMITTEE

Wong Chak Keung (Chairman)  
Chen Chou Mei Mei Vivien  
Chum Kwan Yue Desmond

## REMUNERATION COMMITTEE

Chen Chou Mei Mei Vivian (Chairman)  
Wong Chak Keung  
Chum Kwan Yue Desmond

## NOMINATION COMMITTEE

Chong Lee Chang (Chairman)  
Chen Chou Mei Mei Vivian  
Wong Chak Keung  
Chum Kwan Yue Desmond

## AUTHORIZED REPRESENTATIVES

Chan Cheong Yee  
Yik Chok Man

## AUDITORS

Graham H. Y. Chan & Co.  
*Certified Public Accountants (Practising)*

## PRINCIPAL BANKERS

Fubon Bank Limited  
The Hong Kong and Shanghai Banking  
Corporation Limited  
Dah Sing Bank

## REGISTERED OFFICE

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

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 1201-1204, 12/F,  
Sea Bird House, 22-28 Wyndham Street,  
Central, Hong Kong.

## SHARE REGISTRARS AND TRANSFER OFFICES

### Principal Registrar

HSBC Trustee (Cayman) Limited  
P.O. Box 513 G.T. Strathvale House,  
North Church Street, George Town  
Grand Cayman, Cayman Islands  
British West Indies

### Branch Registrar

Tricor Tengis Limited  
26/F, Tesbury Centre  
28 Queen's Road East  
Wanchai, Hong Kong

## STOCK CODE

8220

## WEBSITE

[www.bingogroup.com.hk](http://www.bingogroup.com.hk)

# MANAGEMENT DISCUSSION AND ANALYSIS

## GENERAL

During the three months ended 30 June 2012 (the “Period”), Bingo Group Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group”) was principally engaged in sales and trading of coal and palm oil (“Trading”), movie production, licensing and derivatives, crossover marketing and provision of interactive contents (“Filmed Entertainment, New Media Exploitations and Licensing Businesses”) and cinema investment and management (“Cinema Business”).

## FINANCIAL REVIEW

During the Period, the Group recorded a total turnover of approximately HK\$24,783,000, representing a decrease of approximately 68% as compared with HK\$76,344,000 for the period ended 30 June 2011. In 2012, the Group is shifting business more focus onto the Filmed Entertainment, New Media Exploitations and Licensing Business and Cinema Business, so the Group started to put less focus on trading business.

Loss attributable to shareholders for the Period was approximately HK\$10,374,000 compared with a loss of HK\$19,232,000 for the period ended 30 June 2011.

The positive effect on the results of the Group for the period ended 30 June 2012 is mainly attributable to the decrease in share-based payments recognised during the period. During the period, the share-based payment was HK\$3,304,000, representing an decrease of approximately 78% as compared with HK\$14,800,000 for the period ended 30 June 2011.

## OPERATION REVIEW AND PROSPECTS

In active pursuit of the movie business, one of the Group's core businesses, the Company has commenced the principal photography of a full length feature movie, working title as “Journey to the West – 除魔傳奇” formerly known as “Journey to the West – 西遊記”. This is a fantasy movie involving magic, supernatural events, make-believe creatures with arresting visual effect and Stephen Chow's special brand of humour/comedy.

Bingo Animation Limited (“Bingo Animation”), a subsidiary of the Company, has entered into the Film Production Agreement (“Agreement”) with 青島廣電動畫有限公司 in relation to the production of animation movie and TV cartoon of title of CJ7 (長江七號). Pursuant to the Agreement, Bingo Animation worked with 青島廣電動畫有限公司 to develop, produce and distribute the animation movie and TV cartoon derived from the intellectual property right of CJ7 (長江七號) during the period.

# MANAGEMENT DISCUSSION AND ANALYSIS

The Group has a vision to become an integrated entertainment and media company focusing on the China market. In 2011, gross film box office in China exceeded RMB13.1 billion and it expects the film industry is expected to maintain a high growth in 2012. The Group is optimistic about the future of the cinema and film industries in China. We believe that the growing demand for quality films will continue in the future.

## OUTLOOK

While the Group has continued its existing businesses, the Group will put more focus onto the newly developing Filmed Entertainment, Online Games and Licensing Business and Cinema Business in sustaining its core competitiveness through intensive execution of the following strategies:

- The Board is considering a series of reorganization exercises in relation to a series of arrangement of Cinema Business. Subject to the completion of reorganization, the Group will own beneficially the equity interest in the existing operating cinemas in Chengdu, Chongqing, Shanghai, Hangzhou and Linan in PRC.
- The Group also believes that cooperating with various expertise in filmed entertainment and cinema operation and development creates a synergy effect to the Group which allows the Group to expand its operation and businesses in the areas of cinemas related businesses in the PRC.

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

The board of Directors (the "Board") of the Company presents the unaudited consolidated result of the Group for the three months ended 30 June 2012, together with the unaudited comparative figures for the corresponding period in 2011 were as follows:-

## CONTINUING OPERATIONS

|  | Notes | Three months ended 30 June      |                                 |
|--|-------|---------------------------------|---------------------------------|
|  |       | 2012<br>HK\$'000<br>(Unaudited) | 2011<br>HK\$'000<br>(Unaudited) |
| Turnover   | 2     | 24,783                          | 76,344                          |
| Cost of sales  |       | (24,710)                        | (71,312)                        |
| Gross profit   |       | 73                              | 5,032                           |
| Other income   | 2     | -                               | 77                              |
| Selling and marketing expenses                               |       | -                               | (842)                           |
| Administrative and operating expenses                        |       | (7,140)                         | (8,091)                         |
| Share-based payments   | 3     | (3,304)                         | (14,800)                        |
| Finance cost   | 4     | -                               | (608)                           |
| Loss before taxation   |       | (10,371)                        | (19,232)                        |
| Income tax   |       | -                               | -                               |
| Loss for the period  |       | (10,371)                        | (19,232)                        |
| Loss attributable to:  |       |                                 |                                 |
| Equity holders of the Company                                |       | (9,885)                         | (19,232)                        |
| Non-controlling interests                                    |       | (486)                           | -                               |
| Loss for the period  |       | (10,371)                        | (19,232)                        |
| Loss per share (cents per share)                             |       |                                 |                                 |
| From   |       |                                 |                                 |
| Basic  | 6     | (0.17 cents)                    | (0.62 cents)                    |
| Diluted  |       | N/A                             | N/A                             |
| Other comprehensive profit/(loss):                           |       |                                 |                                 |
| Exchange differences on translating foreign operations       |       |                                 |                                 |
| - Exchange difference arising during the period              |       | (39)                            | (37)                            |
| Other comprehensive profit/(loss) for the period, net of tax |       |                                 |                                 |
| Loss for the period  |       | (10,371)                        | (19,232)                        |
| Total comprehensive loss for the period                      |       | (10,410)                        | (19,269)                        |

# NOTES TO FINANCIAL STATEMENTS

## 1. BASIS OF PREPARATION

The Group's unaudited consolidated results have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosures requirements of the GEM Listing Rules and the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for an investment property, derivative financial instruments and equity investments, which have been measured at fair value. The unaudited consolidated results are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

The principal accounting policies applied in the preparation of the unaudited consolidated results are consistent with those adopted in the preparation of the annual consolidated financial statements of the Group for the year ended 31 March 2012.

In the current period, the Group has adopted a number of new and revised HKFRSs, which are effective for accounting periods beginning on or after 1 April 2012. The adoption of these new and revised HKFRSs had no material effect on the results or financial position of the Group for the current and/or prior accounting periods. Accordingly, no prior period adjustment has been required.

The Group has not applied the new and revised HKFRSs, which have been issued but are not yet effective, in the unaudited consolidated results. The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, it has anticipated that these new and revised HKFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

The first quarterly results are unaudited but have been reviewed by the audit committee of the Company.

# NOTES TO FINANCIAL STATEMENTS

## 2. TURNOVER AND OTHER INCOME

Turnover represents amount receivable for goods sold, services provided and royalty income generated in the normal course of business, net of sales related taxes.

|  | Three months<br>ended 30 June   |                                 |
|--|---------------------------------|---------------------------------|
|  | 2012<br>HK\$'000<br>(Unaudited) | 2011<br>HK\$'000<br>(Unaudited) |
| Turnover   |                                 |                                 |
| Trading  | 24,731                          | 67,534                          |
| Filmed entertainment, online games<br>and licensing business | 52                              | 8,810                           |
|  | 24,783                          | 76,344                          |
| Other income   |                                 |                                 |
| Interest income  | -                               | 77                              |
|  | -                               | 77                              |

# NOTES TO FINANCIAL STATEMENTS

## 3. SHARE-BASED PAYMENTS

The Company has the convertible bonds and share option scheme for Mr. Chiau Sing Chi as his remuneration package to the services provided by him. Details of the convertible bonds and share options are as follows:

### Convertible bonds

|                   |  |
|-------------------|--|
| Issuer:           | The Company  |
| Principal amount: | HK\$45 million in aggregate. The Convertible Bonds in 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 date of commencement date. |
| Issue date:       | 1 June 2010  |
| Maturity date:    | Ten years from the date of issue   |
| Interest:         | Zero coupon  |
| Conversion price: | HK\$0.10 per share   |

### Share Option Scheme

|                            |   |
|----------------------------|---|
| Grant date:                | 1 June 2010   |
| Maturity date:             | the date falling on the expiry of the fortieth month from the date of grant of the Options  |
| Number of Options granted: | 250,000,000   |
| Exercise price:            | HK\$0.10 per share  |
| Exercisable period:        | Any time during the period commencing from the date of expiry of the eighteenth months from the date of grant of Options to the date falling on the expiry of the fortieth month from the date of grant of the Options. |

The fair values of the HK\$45million convertible bonds and 250,000,000 share options determined on 1 June 2010 using binomial option pricing model were HK\$124,360,000 and HK\$51,691,000 respectively.

## NOTES TO FINANCIAL STATEMENTS

The followings assumptions were made by DTZ Debenham Tie Leung Limited, independent qualified professional valuers are not connected with the Group and have appropriate qualification, to calculate the fair value of HK\$45 million convertible bonds:

|                          |                              |
|--------------------------|------------------------------|
| Principle amount:        | HK\$45 million               |
| Expected life:           | 10 years                     |
| Interest:                | Nil                          |
| Redemption price:        | 100% of the principal amount |
| Conversion price:        | HK\$0.10                     |
| Risk-free rate:          | 2.47%                        |
| Effective interest rate: | 16.73%                       |
| Share price:             | HK\$0.27                     |
| Expected dividend yield: | 0%                           |
| Expected volatility:     | 84.09%                       |

The followings assumptions were made by DTZ Debenham Tie Leung Limited, independent qualified professional valuers are not connected with the Group and have appropriate qualification, to calculate the fair value of 250,000,000 share options:

|                               |           |
|-------------------------------|-----------|
| Share price:                  | HK\$0.27  |
| Exercise price:               | HK\$0.10  |
| Nature of the options:        | Call      |
| Risk-free rate:               | 1.08%     |
| Expected life of the options: | 40 months |
| Expected volatility:          | 94.74%    |
| Expected dividend yield:      | 0%        |
| Early exercise behavior:      | 280%      |

In the current period, the Group recognized the total expense of HK\$3,304,000 as share-based payments for the three months ended 30 June 2012 (three months ended 30 June 2011: HK\$14,800,000).

# NOTES TO FINANCIAL STATEMENTS

## 4. FINANCE COST

|                               | Three months<br>ended 30 June   |                                 |
|-------------------------------|---------------------------------|---------------------------------|
|                               | 2012<br>HK\$'000<br>(Unaudited) | 2011<br>HK\$'000<br>(Unaudited) |
| Finance cost                  |                                 |                                 |
| Interest on convertible notes | –                               | 608                             |
|                               | –                               | 608                             |

## 5. DIVIDEND

The Directors do not recommend the payment of any dividend for the three months ended 30 June 2012 (2011: Nil)

## 6. LOSS PER SHARE

### (a) Basic

Basic loss per share is calculated by dividing the loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

Basic loss per share is calculated as follows:

|                            | Three months<br>ended 30 June  |                                |
|----------------------------|--------------------------------|--------------------------------|
|                            | 2012<br>HK Cent<br>(Unaudited) | 2011<br>HK Cent<br>(Unaudited) |
| Basic loss per share       |                                |                                |
| From operations            | <b>(0.17)</b>                  | (0.62)                         |
| Total basic loss per share | <b>(0.17)</b>                  | (0.62)                         |

# NOTES TO FINANCIAL STATEMENTS

The weighted average number of ordinary shares used in the calculation of basic loss per share are as follows:

|   | Three months ended 30 June      |                                 |
|---|---------------------------------|---------------------------------|
|   | 2012<br>HK\$'000<br>(Unaudited) | 2011<br>HK\$'000<br>(Unaudited) |
| Loss for the period from operations used in the calculation of basic loss per share | (10,371)                        | (19,232)                        |
| Loss for the period attributable to equity Holders of the Company                   | (10,371)                        | (19,232)                        |
|   | 2012                            | 2011                            |
| Weighted average number of ordinary shares for the purpose of basic loss per share  | 6,096,809,125                   | 3,077,559,126                   |

## (b) Diluted

Diluted loss per share for the period ended 30 June 2012 and 2011 are not presented as the effect of share option and convertible notes are anti-dilutive and are not included in the calculation of diluted loss per share for the periods ended 30 June 2012 and 2011.

# NOTES TO FINANCIAL STATEMENTS

## 7. CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Attributable to the equity holders of the Company

|  | Share<br>capital<br>HK\$'000 | Share<br>premium<br>HK\$'000 | Contributed<br>surplus<br>HK\$'000 | Equity<br>component of<br>convertible<br>bonds<br>HK\$'000 | Share<br>option<br>reserve<br>HK\$'000 | Exchange<br>reserve<br>HK\$'000 | Accumulated<br>loss<br>before MI<br>HK\$'000 | Total<br>HK\$'000 | Non<br>controlling<br>interests<br>HK\$'000 | Total<br>HK\$'000 |
|--|------------------------------|------------------------------|------------------------------------|--|--|---------------------------------|--|-------------------|---|-------------------|
| At 1 April 2012                                    | 121,936                      | 329,062                      | 3,930                              | 101,851  | 56,886                                 | (423)                           | (480,255)                                    | 132,987           | (1,228)                                     | 131,759           |
| Issue of Convertible bonds                         | -                            | -                            | -                                  | 2,923  | -                                      | -                               | -  | 2,923             | -   | 2,923             |
| Equity Settled share option arrangement            | -                            | -                            | -                                  | -  | 138                                    | -                               | -  | 138               | -   | 138               |
| Contribution from non-controlling interest         | -                            | -                            | -                                  | -  | -                                      | -                               | -  | -                 | 9   | 9                 |
| Loss for the period                                | -                            | -                            | -                                  | -  | -                                      | (39)                            | (9,885)                                      | (9,924)           | (486)                                       | (10,410)          |
| <b>At 30 June 2012</b>                             | <b>121,936</b>               | <b>329,062</b>               | <b>3,930</b>                       | <b>104,774</b>   | <b>57,024</b>                          | <b>(462)</b>                    | <b>(490,140)</b>                             | <b>126,124</b>    | <b>(1,705)</b>                              | <b>124,419</b>    |
| At 1 April 2011                                    | 61,431                       | 250,641                      | 3,930                              | 91,036   | 34,307                                 | (53)                            | (362,567)                                    | 78,725            | -   | 78,725            |
| Issue of ordinary shares under share option scheme | 120                          | 743                          | -                                  | -  | (286)                                  | -                               | -  | 577               | -   | 577               |
| Issue of convertible bonds on June 2011            | -                            | -                            | -                                  | 6,187  | -                                      | -                               | -  | 6,187             | -   | 6,187             |
| Equity settled share option arrangement            | -                            | -                            | -                                  | -  | 8,615                                  | -                               | -  | 8,615             | -   | 8,615             |
| Loss for the period                                | -                            | -                            | -                                  | -  | -                                      | (37)                            | (19,232)                                     | (19,269)          | -   | (19,269)          |
| <b>At 30 June 2011</b>                             | <b>61,551</b>                | <b>251,384</b>               | <b>3,930</b>                       | <b>97,223</b>  | <b>42,636</b>                          | <b>(90)</b>                     | <b>(381,799)</b>                             | <b>74,835</b>     | <b>-</b>                                    | <b>74,835</b>     |

## OTHER INFORMATION

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2012, the following Directors of the Company had or were deemed to have interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to herein; or (iii) which were, pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors to be notified to the Company and the Stock Exchange:

#### Long positions in the shares of the Company

| Name of Directors                   | Nature of interest | Number of Shares held | Approximate percentage of issued share capital of the company |
|-------------------------------------|--------------------|-----------------------|---|
| Mr. Chan Cheong Yee                 | Beneficial owner   | 10,000                | 0.00%   |
| Mr. Yik Chok Man                    | Beneficial owner   | 564,000               | 0.01%   |
| Mr. Chong Lee Chang <i>(Note 1)</i> | Beneficial owner   | 90,631,999            | 1.49%   |
| Ms. Chen Chou Mei Mei Vivien        | Beneficial owner   | 5,500,000             | 0.09%   |
| Mr. Chiau Sing Chi <i>(Note 2)</i>  | Held by trust      | 3,216,969,926         | 52.76%  |

*Note:*

1. Mr. Chong Lee Chang, a Non-Executive Director of the Company, had personally owned 16,131,952 Shares and had been deemed to be interested in 74,500,047 shares through his beneficial interest in 100% of the entire issued share capital of Shieldman Limited.
2. These shares are registered in the name of Beglobal Investments Limited, a company indirectly owned by the trust the discretionary objects of which are Mr. Chiau and his family.
3. The total number of the issued share capital of the Company as at 30 June 2012 was 6,096,809,125.

## OTHER INFORMATION

### Long positions in the underlying shares of the Company

The Company adopted a share options scheme on 19 October 2002 which the Board may, at their discretion, offer employees, non-executive Directors, independent non-executive Directors or any other persons who have contributed to the Group to take up share options to subscribe for shares subject to the terms and conditions stipulated in the share option scheme.

Details of share options granted to the Directors as at 30 June 2012 were as follows:

| Name of Director    | Date of grant | Number of options held as at 1 April 2012 | Number of options granted during the period | Number of options exercised during the period | Number of options held as at 30 June 2012 | Exercise price HK\$ | Exercise period       |
|---------------------|---------------|---|---|---|---|---------------------|-----------------------|
| Mr. Chan Cheong Yee | 26-8-2009     | 10,000,000                                | -   | -   | 10,000,000                                | 0.1012              | 26-8-2009 - 25-8-2012 |
| Mr. Chiau Sing Chi  | 1-6-2010      | 250,000,000                               | -   | -   | 250,000,000                               | 0.1000              | 1-12-2011 - 30-9-2013 |

### Convertible Bonds

Pursuant to the service agreement dated 1 June 2010, the company shall issue zero coupon convertible bonds of HK\$45 million in total to Mr. Chiau. Convertible bonds in the amount of HK\$25 million, HK\$5 million and HK\$5 million had been issued on the 1 June 2010, 1 June 2011 and 10 July 2012 representatively and remaining two tranches (each worth HK\$5 million, and HK\$10 million in aggregate) of the convertible bonds will be issued. For the detail of convertible bond, please refer to the service agreement mentioned in the circular dated on 3 May 2010.

Save as disclosed above, as at 30 June 2012, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares of debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions of the SFO); or (iii) which were, pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange.

## OTHER INFORMATION

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

So far as known to the Directors, as at 30 June 2012, the following person (not being Directors or chief executive of the Company) had, or was deemed to have, interests or short in the Shares or underlying Shares (i) which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO; or (ii) who is expected, directly and indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group or (iii) which were required, pursuant to section 336 of the SFO, to be entered in the register referred to therein:

#### Long position in the shares and underlying shares of the Company

| Name of Shareholder                          | Number of Shares held | Position | Approximate percentage of issued share capital of the company |
|--|-----------------------|----------|---|
| Beglobal Investments Limited <i>(Note 1)</i> | 3,216,969,926         | Long     | 52.76%  |
| Lee Sherman                                  | 367,500,000           | Long     | 6.03%   |
| Bhanusak Asvaintra                           | 315,000,000           | Long     | 5.17%   |

#### Notes:

- 2,636,969,926 Shares are held by Beglobal Investments Limited and 580,000,000 Shares are held by Golden Treasure Investments Limited. Beglobal is ultimately owned by the trustee of a discretionary trust, The Sino Star Trust. The discretionary objects of The Sino Star Trust include Mr. Chiau Sing Chi and his family. Beglobal is the sole beneficial owner of Golden Treasure Global Investment.

Save as disclosed above, as at 30 June 2012, the Directors are not aware of any other person (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares or underlying Shares (including any interests in options in respect of such capital), which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

## OTHER INFORMATION

### SHARE OPTIONS SCHEME

The Company's share option scheme was adopted pursuant to written resolutions passed on 19 October 2002 (the "Scheme") for the primary purpose of providing incentives to directors, eligible employees and participants who have contributed to the Group, and will expire in 12 November 2012. Under the Scheme, the board of directors of the Company may grant options to full-time or part-time employees including directors (executive and non-executive) and any advisor, consultant, supplier, distributor, contractor, agent, business partner, promoter, service provider or customer of the Company or any of its subsidiaries, to subscribe for shares in the Company.

The following share options were outstanding under the Scheme during the period:

| Category  | Date of grant | Number of options held as at 1 April 2012 '000 | Number of options granted during the Period '000 | Number of options Exercised/lapsed during the period '000 | Number of options held as at 30 June 2012 '000 | Exercise price HK\$ | Exercise period           |
|-----------|---------------|--|--|---|--|---------------------|---------------------------|
| Directors | 26 Aug 2009   | 10,000   | -  | -   | 10,000   | 0.1012              | 26 Aug 2009 - 25 Aug 2012 |
|           | 1 Jun 2010    | 250,000  | -  | -   | 250,000  | 0.1000              | 1 Dec 2011 - 30 Sep 2013  |
| Employees | 14 Apr 2011   | 7,500  | -  | -   | 7,500  | 0.246               | 12 Oct 2011 - 19 Aug 2016 |
| Advisor   | 26 Aug 2009   | 35,500   | -  | -   | 35,500   | 0.1012              | 26 Aug 2009 - 25 Aug 2012 |
|           | 20 Aug 2010   | 18,000   | -  | -   | 18,000   | 0.246               | 20 Aug 2010 - 19 Aug 2016 |
| Total     |               | 321,000  | -  | -   | 321,000  |                     |                           |

### DIRECTORS' AND EMPLOYEES' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the sections headed "DIRECTORS" and CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES" and "SHARE OPTIONS SCHEME" above, none of the Directors or employees of the Group or their associates were granted by the Company or its subsidiaries the rights to acquire shares or debentures of the Company or any other body corporate, or had exercised any such rights as at 30 June 2012.

### COMPETING INTEREST

None of the Directors, the management shareholders or the substantial shareholders of the Company, or any of their respective associates, has engaged in any business that competes or may compete with the business of the Group or has any other conflict of interest with the Group.

## **OTHER INFORMATION**

### **RELATED PARTY TRANSACTION**

For the three months ended 30 June 2012, the Group had no material transactions entered into with related parties (three months ended 30 June 2011: Nil).

### **PURCHASE, SALE OR REDEMPTION OF SHARES**

For the three months ended 30 June 2012, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

### **AUDIT COMMITTEE**

The Company has established its audit committee (the "Committee") on 19 October 2002 with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the Committee are to review and supervise the financial reporting process and internal control system of the Group. The Committee comprises three independent non-executive Directors, namely Mr. Wong Chak Keung (Chairman), Mrs. Chen Chou Mei Mei Vivien and Mr. Chum Kwan Yue Desmond. The Group's unaudited results for the three months ended 30 June 2012 have been reviewed by the Committee who was of the opinion that the preparation of such results complied with the applicable accounting standards, the GEM Listing Rules and legal requirements and that adequate disclosures have been made.

### **COMPLIANCE OF CODE FOR DIRECTORS' SECURITIES TRANSACTION**

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no exacting than the required standard of dealings set out in Rule 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company throughout the three months ended 30 June 2012.

By order of the Board  
**Bingo Group Holdings Limited**  
**Chan Cheong Yee**  
*Executive Director*

Hong Kong, 8 August 2012

As at the date of this report, the executive Directors are Mr. Chiau Sing Chi, Mr. Chan Cheong Yee, Mr. Yik Chok Man and Mr. Fok Wai Ming Jackie, the non-executive Directors are Mr. Chong Lee Chang, Mrs. Chin Chow Chung Hang, Roberta and the independent non-executive Directors are Mrs. Chen Chou Mei Mei, Vivien, Mr. Wong Chak Keung and Mr. Chum Kwan Yue Desmond.