



BINGO GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8220

FIRST QUARTERLY REPORT 2015/16

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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 Profit or Loss	6
Condensed Consolidated Statement of Other Comprehensive Income	7
Notes to the Condensed Quarterly Financial Information	8
Other Information	16

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

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

Wong Chak Keung
Chum Kwan Yue Desmond
Choi Mei Ping

COMPANY SECRETARY

Chan Ka Yin

COMPLIANCE OFFICER

Chan Cheong Yee

AUDIT COMMITTEE

Wong Chak Keung (Chairman)
Chum Kwan Yue Desmond
Choi Mei Ping

REMUNERATION COMMITTEE

Wong Chak Keung (Chairman)
Chow Man Ki Kelly
Chum Kwan Yue Desmond
Choi Mei Ping

NOMINATION COMMITTEE

Chong Lee Chang (Chairman)
Wong Chak Keung
Chum Kwan Yue Desmond
Choi Mei Ping

AUTHORIZED REPRESENTATIVES

Chan Cheong Yee
Chan Ka Yin

AUDITORS

Cheng & Cheng Limited
Certified Public Accountants

PRINCIPAL BANKERS

Fubon Bank Limited
The Hongkong 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 102-104, 1/F
Sea Bird House, 22-28 Wyndham Street
Central, Hong Kong

SHARE REGISTRARS AND TRANSFER OFFICES

Principal Registrar

Codan Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Branch Registrar

Tricor Tengis Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

STOCK CODE

8220

WEBSITE

www.bingogroup.com.hk

MANAGEMENT DISCUSSION AND ANALYSIS

GENERAL

During the three months ended 30 June 2015 (the “Period”), Bingo Group Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group”) was principally engaged in 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”).

OPERATION REVIEW

During the Period, the Group continues to focus on Filmed Entertainment, New Media Exploitations and Licensing Businesses and Cinema Business.

In view of the on-going development of the Cinema Business, this segment has become the prime revenue generator of the Group in the Period. Approximately revenue of HK\$19.2 million and gross profit of HK\$10.7 million were generated during the Period. The Group maintained steady revenue and gross profit in this sector as compared to revenue of HK\$19.1 million and gross profit of HK\$10.9 million generated in the corresponding period of last year. The Group will continue to focus on expanding the audience headcount and improve the financial performance of the Cinema Business accordingly.

In the segment of Filmed Entertainment Business, the Group was locating suitable business opportunities and an appropriate target was spotted in last year. In March 2014, the Group entered into an agreement with a company, which is an associate of Mr. Chiau Sing Chi (“Mr. Chiau”), to participate in the development of the feasibility study for a film production. The initial capital investment of the Group was HK\$2.5 million. The feasibility study should be completed by 30 September 2015. Accordingly, no revenue was generated from that film during the Period.

In the area of animation, the Group was working to develop, produce and distribute the animation film(s) and TV cartoon(s) derived from the intellectual property right of CJ7 (長江7號). In relation to the CJ7 animation film(s), the Group has successfully invited Film Development Fund of Hong Kong to invest in one animation film. The production of the corresponding animation film and TV cartoon was still in progress as at 30 June 2015.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

During the Period, the Group recorded a total turnover of approximately HK\$19.2 million, representing a decrease of approximately HK\$0.06 million compared with the three months ended 30 June 2014. The turnover of the Group for the Period and the corresponding period of fiscal year 2014/15 principally represented revenue from Cinema Business. Loss attributable to shareholders for the Period was approximately HK\$3.8 million compared with a loss of HK\$50.8 million for the three months ended 30 June 2014.

The decrease in loss for the Period as compared with the corresponding period of fiscal year 2014/15 was mainly attributable to recognition of the non-cash share-based payments of approximately HK\$46.1 million, as a result of share options granted by the Company in April 2014. No share option was granted in the Period.

OUTLOOK

Owing to the booming development of the film industry in the PRC, the Group will continue to grasp other opportunities in cinemas business in the PRC and investment in attractive movies. While the Group continued its existing businesses, the Group will put more focus onto locating other business opportunities with enormous potentials, including online games developing and operating businesses, and investments in China cultural industry. The Board believes that the Group's existing businesses can create a synergistic effect with the above-mentioned new businesses and will benefit the Group in the future.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

The board of Directors (the "Board") of the Company presents the unaudited consolidated results of the Group for the three months ended 30 June 2015, together with the unaudited comparative figures for the corresponding period in 2014 were as follows:

		Three months ended 30 June	
	<i>Notes</i>	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
Turnover	2	19,184	19,246
Cost of sales		(8,433)	(8,189)
Gross profit		10,751	11,057
Other revenue and other net income	3	259	54
Selling expenses		(455)	(598)
Administrative expenses		(12,314)	(13,001)
Share-based payments	4	-	(46,076)
Finance costs	5	(762)	(682)
Loss before taxation	6	(2,521)	(49,246)
Taxation	7	(609)	(797)
Loss for the period		(3,130)	(50,043)
Loss attributable to:			
Owners of the Company		(3,771)	(50,769)
Non-controlling interests		641	726
		(3,130)	(50,043)
Dividend	8	-	-
Loss per share (cents per share)	9		
Basic		(0.12)	(1.60)
Diluted		N/A	N/A

CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

	Three months ended 30 June	
	2015	2014
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Loss for the period	(3,130)	(50,043)
Other comprehensive income/(loss)		
Item that may be reclassified subsequently to profit or loss:		
Exchange differences on translating foreign operations		
— Exchange differences arising during the period	127	(15)
Other comprehensive income/(loss) for the period, net of tax	127	(15)
Total comprehensive loss for the period	(3,003)	(50,058)
Total comprehensive loss attributable to:		
Owners of the Company	(3,645)	(50,783)
Non-controlling interests	642	725
	(3,003)	(50,058)

NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

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 certain financial instruments which are 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 2015.

The application of the new or revised HKFRSs in the current period has had no material effect on the amounts reported in the unaudited condensed quarterly financial information and/or disclosures set out in the unaudited condensed quarterly financial information.

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

NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

2. TURNOVER

An analysis of Group's turnover for the period from operations, is as follows:

	Three months ended 30 June	
	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
Revenue from cinema business	19,174	19,116
Royalty and licensing income	10	130
	19,184	19,246

3. OTHER REVENUE AND OTHER NET INCOME

	Three months ended 30 June	
	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
Interest income	57	27
Gain on disposal of equity interests in the film in progress	190	-
Others	12	27
	259	54

NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

4. SHARE-BASED PAYMENTS

The Company has the convertible bonds and share option scheme for the directors, employees and advisors of the Group. 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\$0.136 per share

The fair values of the HK\$45 million convertible bonds determined on 1 June 2010 using binomial option pricing model was HK\$124,360,000. The followings assumptions were used 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\$0.136 (<i>Note 1</i>)
Risk-free rate:	2.47%
Effective interest rate:	16.73%
Share price:	HK\$0.27
Expected dividend yield:	0%
Expected volatility:	84.09%

NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

Share Option Scheme

Details of specific categories of options are as follow:

Option type:	2011B	2012A	2013A	2013B (Note 2)	2014A
Grant date:	20-8-2010	23-8-2012	4-10-2013	4-10-2013	17-4-2014
Number of options granted:	21,000,000	294,840,000	2,000,000	125,000,000	304,140,000
Exercise period:	15-6-2011- 19-8-2016	23-8-2012- 22-8-2017	4-10-2013- 3-10-2018	4-10-2013- 3-10-2016	17-4-2014- 16-4-2019
Exercise price:	HK\$0.492 (Note 1)	HK\$0.156 (Note 1)	HK\$0.1814	HK\$0.1814	HK\$0.364
Fair value:	HK\$5,324,000	HK\$22,921,000	HK\$110,000	HK\$6,000,000	HK\$45,500,000

The fair value of share options which were calculated by binomial option pricing model with the following assumptions:

Option type:	2011B	2012A	2013A	2013B	2014A
Share price as at grant date:	HK\$0.24	HK\$0.076	HK\$0.181	HK\$0.181	HK\$0.355
Nature of the options:	Call	Call	Call	Call	Call
Risk-free rate:	1.28%	0.284%	0.54%	1.15%	1.38%
Expected life of the options:	6 years	5 years	5 years	3 years	5 years
Expected volatility:	91.85%	81.86%	65%	70%	62%
Expected dividend yield:	0%	0%	0%	0%	0%
Exercise multiple:	2.2	2.2	1.4	1.4	2.4

During the Period, the Company has not issued/granted any convertible bonds and share options (three months ended 30 June 2014: HK\$5 million convertible bonds and 304,140,000 share options were issued/granted) and the Company did not recognize any expense as share-based payments for the three months ended 30 June 2015 (three months ended 30 June 2014: HK\$46,076,000).

Note 1: Adjustment for share consolidation effective from 18 September 2012.

Note 2: The 2013B share options were approved at the extraordinary general meeting held on 17 December 2013.

NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

5. FINANCE COSTS

	Three months ended 30 June	
	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
Imputed interest on convertible bonds	762	682

6. LOSS BEFORE TAXATION

	Three months ended 30 June	
	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
Direct expenses of movie and licensing businesses	3	13
Direct expenses of cinema business	8,430	8,176
Depreciation	2,399	2,384
Exchange (gain)/loss	(106)	46
Operating lease rental in respect of rented premises	1,970	1,974
Staff costs (including directors' remuneration)		
— Salaries and allowances	3,486	3,014
— Equity settled share-based payments	—	4,615
— Retirement scheme contributions	398	323
Equity settled share-based payments paid to advisors	—	41,461

NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

7. TAXATION

	Three months ended 30 June	
	2015 HK\$'000 (unaudited)	2014 HK\$'000 (unaudited)
The taxation charge comprises:		
Current tax		
— The PRC	609	797
Tax recognized in profit or loss	609	797

No provision for Hong Kong profits tax has been made in the financial results for the three months ended 30 June 2015 and 2014 since there was no assessable profit derived from Hong Kong for the periods.

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for the three months ended 30 June 2015 and 2014.

8. DIVIDEND

The Directors do not recommend the payment of any dividend for the three months ended 30 June 2015 (three months ended 30 June 2014: Nil).

NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

9. LOSS PER SHARE

(a) Basic loss per share

	Three months ended 30 June 2015 HK Cent (Unaudited)	2014 HK Cent (Unaudited)
Basic loss per share	(0.12)	(1.60)

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

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

	Three months ended 30 June 2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
Loss for the period attributable to owners of the Company	(3,771)	(50,769)
	2015	2014
Weighted average number of ordinary shares for the purpose of basic loss per share	3,250,604,969	3,170,405,551

(b) Diluted loss per share

No diluted loss per share has been presented for the three months ended 30 June 2015 and 2014. The computation of diluted loss per share for the periods did not assume the conversion of the Company's outstanding convertible bonds and the exercise of share options as their assumed conversion and exercise would decrease the loss per share in the periods.

NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

10. CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share capital HK\$'000	Share premium HK\$'000	Contributed surplus HK\$'000	Equity component of convertible bonds HK\$'000	Share options reserve HK\$'000	Exchange reserve HK\$'000	Accumulated losses HK\$'000	Attributable to owners of the Company HK\$'000	Non controlling interests HK\$'000	Total HK\$'000
At 1 April 2015 (Audited)	128,518	360,939	3,930	114,781	63,572	(611)	(537,374)	133,755	9,440	143,195
(Loss)/Profit for the period	-	-	-	-	-	-	(3,771)	(3,771)	641	(3,130)
Other comprehensive loss for the period	-	-	-	-	-	126	-	126	1	127
Total comprehensive (loss)/income for the period	-	-	-	-	-	126	(3,771)	(3,645)	642	(3,003)
Issue of new shares of HK\$0.04 each under convertible bonds	3,603	33,325	-	(31,247)	-	-	-	5,681	-	5,681
Issue of new shares of HK\$0.04 each under share option scheme	3,612	17,495	-	-	(7,020)	-	-	14,087	-	14,087
At 30 June 2015 (Unaudited)	135,733	411,759	3,930	83,534	56,552	(485)	(541,145)	149,878	10,082	159,960
At 1 April 2014 (Audited)	123,288	335,607	3,930	114,249	28,686	(662)	(471,875)	133,223	5,102	138,325
(Loss)/Profit for the period	-	-	-	-	-	-	(50,769)	(50,769)	726	(50,043)
Other comprehensive loss for the period	-	-	-	-	-	(14)	-	(14)	(1)	(15)
Total comprehensive (loss)/income for the period	-	-	-	-	-	(14)	(50,769)	(50,783)	725	(50,058)
Issue of convertible bonds	-	-	-	532	-	-	-	532	-	532
Issue of new shares of HK\$0.04 each under share option scheme	5,220	25,284	-	-	(10,146)	-	-	20,358	-	20,358
Equity settled share option arrangement	-	-	-	-	45,500	-	-	45,500	-	45,500
At 30 June 2014 (Unaudited)	128,508	360,891	3,930	114,781	64,040	(676)	(522,644)	148,830	5,827	154,657

11. EVENT AFTER THE REPORTING PERIOD

Subsequent to the period-end date on 13 July 2015, 161 million share options were granted to certain directors and advisors of the Company. Based on the valuation report of the fair value of these 161 million share options, share-based payment expense of approximately HK\$16.8 million is expected to be recognised in the three months ending 30 September 2015.

OTHER INFORMATION

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

As at 30 June 2015, the following directors (the "Directors") of the Company had or were deemed to have interests or short positions in the shares (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	5,000	0.00%
Mr. Chong Lee Chang <i>(Note 1)</i>	Beneficial owner	8,065,976	0.24%
	Corporate interests	37,250,023	1.10%
Mr. Chiau Sing Chi	Beneficial owner	90,073,529	2.65%
	Held by trust <i>(Note 2)</i>	1,608,484,963	47.40%
Ms. Chow Man Ki Kelly	Held by trust <i>(Note 2)</i>	1,608,484,963	47.40%

Notes:

1. Mr. Chong Lee Chang, an executive Director, had personally owned 8,065,976 Shares and had been deemed to be interested in 37,250,023 Shares through his beneficial interest in the entire issued share capital of Shieldman Limited.
2. These shares are registered in the name of Beglobal Investments Limited and Golden Treasure Investments Limited. Beglobal Investments Limited and Golden Treasure Investments Limited are companies indirectly owned by the trust, the discretionary objects of which are Mr. Chiau, Ms. Chow and their family.
3. The total number of the issued share capital of the Company as at 30 June 2015 was 3,393,318,091.

OTHER INFORMATION

Long positions in the underlying shares of the Company

The Company adopted a share option scheme on 15 August 2012 which the Board may, at their discretion, offer employees, 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 the share options granted to the Directors under the Schemes and any other schemes and movements in such holdings during the Period were as follows:

Name of Directors	Option type <i>[Note]</i>	Number of options held as at 1 April 2015	Number of options granted during the Period	Number of options exercised during the Period	Number of options cancelled/ lapsed during the Period	Number of options held as at 30 June 2015
Mr. Chiau Sing Chi	2012A	3,000,000	-	-	-	3,000,000
	2013B	125,000,000	-	-	-	125,000,000
	2014A	3,000,000	-	-	-	3,000,000
Ms. Chow Man Ki Kelly	2014A	3,000,000	-	-	-	3,000,000
	2012A	15,000,000	-	-	-	15,000,000
Mr. Chan Cheong Yee	2014A	3,000,000	-	-	-	3,000,000
	2012A	3,000,000	-	-	-	3,000,000
Mr. Chong Lee Chang	2012A	3,000,000	-	-	-	3,000,000
	2013A	2,000,000	-	-	-	2,000,000
	2014A	3,000,000	-	-	-	3,000,000
Mr. Lau Man Kit	2014A	3,000,000	-	-	-	3,000,000
	2012A	3,000,000	-	-	-	3,000,000
Mrs. Chin Chow Chung Hang Roberta	2014A	3,000,000	-	-	-	3,000,000
	2012A	3,000,000	-	-	-	3,000,000
Mr. Chum Kwan Yue Desmond	2014A	3,000,000	-	-	-	3,000,000
	2012A	3,000,000	-	-	-	3,000,000
Mr. Wong Chak Keung	2012A	3,000,000	-	-	-	3,000,000
	2014A	3,000,000	-	-	-	3,000,000
Total		181,000,000	-	-	-	181,000,000

Note: Details of specific categories of share options are disclosed in note 4 to the condensed quarterly financial information.

In addition to 131,000,000 number of Shares which would be allotted and issued upon the exercise in full of the options offered to Mr. Chiau Sing Chi under the share option scheme of the Company above, 240,808,823 number of Shares which would be allotted and issued upon the exercise in full of the convertible bonds held by Mr. Chiau Sing Chi.

Save as disclosed above, as at 30 June 2015, 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); (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; 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 2015, the following persons (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

Name of Shareholders	Number of Shares held	Approximate percentage of issued share capital of the Company	Number of underlying Shares held
Sinostar FE (PTC) Limited <i>(Note 1)</i>	1,608,484,963	47.40%	–
Treasure Offshore Holdings Limited <i>(Note 1)</i>	1,608,484,963	47.40%	–
Beglobal Investments Limited <i>(Note 2)</i>	1,608,484,963	47.40%	–
Golden Treasure Global Investment Limited <i>(Note 2)</i>	290,000,000	8.55%	–

Notes:

1. Mr. Chiau Sing Chi, Ms. Chow Man Ki, Kelly and their family 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.
2. Beglobal Investments Limited directly holds 1,318,484,963 shares of the Company (representing approximately 38.85% of the issued share capital of the Company) and indirectly holds 290,000,000 shares of the Company (representing approximately 8.55% of the issued share capital of the Company) through Golden Treasure Global Investment Limited as at 30 June 2015.

OTHER INFORMATION

SHARE OPTION SCHEME

The Company's share option scheme was adopted pursuant to written resolutions passed on 15 August 2012 (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 14 August 2022. 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.

Details of the share options granted to the Directors under the Schemes and any other schemes and movements in such holdings during the Period were as follows:

Category	Option type	Number of options held as at 1 April 2015 '000	Number of options granted during the Period '000	Number of options exercised during the Period '000	Number of options cancelled/lapsed during the Period '000	Number of options held as at 30 June 2015 '000
Directors	2012A	30,000	-	-	-	30,000
	2013A	2,000	-	-	-	2,000
	2013B	125,000	-	-	-	125,000
	2014A	24,000	-	-	-	24,000
Employees Advisors	2012A	10,000	-	-	-	10,000
	2011B	9,000	-	-	-	9,000
	2012A	90,300	-	(90,300)	-	-
	2014A	277,140	-	-	-	277,140
Total		567,440	-	(90,300)	-	477,140

Note: Details of specific categories of share options are disclosed in note 4 to the condensed quarterly financial information.

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 OPTION 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 2015.

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

PURCHASE, SALE OR REDEMPTION OF SHARES

For the three months ended 30 June 2015, 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") with written terms of reference in compliance with Rules 5.28 to 5.33 of 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), Mr. Chum Kwan Yue Desmond and Ms. Choi Mei Ping. The Group's unaudited results for the three months ended 30 June 2015 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 2015.

By order of the Board
Bingo Group Holdings Limited
Lau Man Kit
Executive Director

Hong Kong, 13 August 2015

As at the date of this report, the Board comprises Mr. Chiau Sing Chi, Ms. Chow Man Ki Kelly, Mr. Chan Cheong Yee, Mr. Chong Lee Chang and Mr. Lau Man Kit as executive Directors; Mrs. Chin Chow Chung Hang Roberta as non-executive Director; and Mr. Wong Chak Keung, Mr. Chum Kwan Yue Desmond and Ms. Choi Mei Ping as independent non-executive Directors.