



# **BINGO GROUP HOLDINGS LIMITED**

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

Stock Code: 8220

**FIRST QUARTERLY REPORT 2017/18**

## **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.*

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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

Chiau Sing Chi  
Chow Man Ki Kelly  
Chan Cheong Yee  
Lau Man Kit

### Non-Executive Director

Chin Chow Chung Hang Roberta

### Independent Non-Executive Directors

Ong King Keung  
Choi Mei Ping  
Tsoi Chiu Yuk

## COMPANY SECRETARY

Chan Ka Yin

## COMPLIANCE OFFICER

Chan Cheong Yee

## AUDIT COMMITTEE

Ong King Keung (Chairman)  
Choi Mei Ping  
Tsoi Chiu Yuk

## REMUNERATION COMMITTEE

Choi Mei Ping (Chairman)  
Chow Man Ki Kelly  
Tsoi Chiu Yuk  
Ong King Keung

## NOMINATION COMMITTEE

Chow Man Ki Kelly (Chairman)  
Choi Mei Ping  
Tsoi Chiu Yuk  
Ong King Keung

## 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, Limited

## REGISTERED OFFICE

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

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Units A&F, 10/F  
Ho Lee Commercial Building  
40 D'Aguiar Street  
Central, Hong Kong

## SHARE REGISTRARS AND TRANSFER OFFICES

### Principal Registrar

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

# MANAGEMENT DISCUSSION AND ANALYSIS

## GENERAL

During the three months ended 30 June 2017 (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\$11.0 million and gross profit of HK\$6.5 million were generated during the Period. The Group’s revenue and gross profit from the Cinema Business for the Period remained steady as compared to revenue of HK\$11.7 million and gross profit of HK\$6.7 million generated in the corresponding period of last year (the “Corresponding Period”). 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 continued to locate suitable business opportunities. However, no appropriate target was spotted in the Period. Accordingly, no revenue was generated in this sector during the Period.

During the Period, the Group generated licensing income from short movies, which were released in shopping malls in China providing audiences with 7D viewing experience, of approximately HK\$24,000. In the Corresponding period, licensing income of approximately HK\$79,000 was recorded.

# MANAGEMENT DISCUSSION AND ANALYSIS

## FINANCIAL REVIEW

During the Period, the Group recorded a total turnover of approximately HK\$11.0 million, representing a decrease of approximately HK\$0.7 million compared with the Corresponding Period. The turnover of the Group for the Period and the Corresponding Period principally represented revenue from Cinema Business. Although less government grants, which decreased by approximately HK\$1.2 million as compared to approximately HK\$3.0 million in the Corresponding Period, were received in the Period, tightened cost control measures implemented during the Period led to the decrease in administrative expenses from approximately HK\$11.3 million for the Corresponding Period to approximately HK\$9.4 million for the Period. Accordingly, the loss attributable to shareholders for the Period remained steady at approximately HK\$6.8 million compared with a loss of HK\$6.7 million for the Corresponding 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 provision of consultancy services, 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.

The board of Directors (the “Board”) of the Company presents the unaudited consolidated results of the Group for the three months ended 30 June 2017, together with the unaudited comparative figures for the corresponding period in 2016 were as follows:

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

		Three months ended 30 June	
	<i>Notes</i>	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)
Turnover	2	10,955	11,740
Cost of sales		(4,456)	(4,917)
Gross profit		6,499	6,823
Other revenue and other net income	3	2,105	3,522
Selling and marketing expenses		(3,947)	(4,177)
Administrative expenses		(9,367)	(11,315)
Finance costs	5	(689)	(639)
Loss before taxation	6	(5,399)	(5,786)
Taxation	7	(534)	(34)
<b>Loss for the period</b>		<b>(5,933)</b>	<b>(5,820)</b>
<b>Loss attributable to:</b>			
Owners of the Company		(6,836)	(6,665)
Non-controlling interests		903	845
		(5,933)	(5,820)
		HK cents	HK cents
<b>Loss per share</b>	9		
Basic and diluted		(0.20)	(0.19)

## CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

	Three months ended 30 June	
	2017	2016
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
<b>Loss for the period</b>	<b>(5,933)</b>	(5,820)
<b>Other comprehensive income/(loss)</b>		
Item that may be reclassified subsequently to profit or loss:		
Exchange differences on translating foreign operations		
— Exchange differences arising during the period	<b>689</b>	(798)
Other comprehensive income/(loss) for the period, net of tax	<b>689</b>	(798)
<b>Total comprehensive loss for the period</b>	<b>(5,244)</b>	(6,618)
<b>Total comprehensive loss attributable to:</b>		
Owners of the Company	<b>(6,130)</b>	(7,471)
Non-controlling interests	<b>886</b>	853
	<b>(5,244)</b>	(6,618)



# NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

## 1. BASIS OF PREPARATION

These unaudited consolidated results have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants and accounting principles generally accepted in Hong Kong. These unaudited consolidated results also comply with the applicable disclosure provisions of the GEM Listing Rules and the disclosure requirements of the Hong Kong Companies Ordinance. These unaudited consolidated results have been prepared under 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 2017.

The application of the new or revised HKFRSs in the 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	
	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)
Revenue from cinema business	10,931	11,661
Royalty and licensing income	24	79
	<b>10,955</b>	<b>11,740</b>

### 3. OTHER REVENUE AND OTHER NET INCOME

	Three months ended 30 June	
	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)
Interest income	142	56
Government grants*	1,829	2,983
Others	134	483
	<b>2,105</b>	<b>3,522</b>

\* The government grants represent the subsidies received by the Group from the government of the PRC for the operation of cinemas in the PRC. There are no unfulfilled conditions or contingencies relating to these grants.

# 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 <i>(Note 1)</i>

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	2013B	2014A	2015A	2015B	2016A	2017A
			(Note 2)					
Grant date:	20-8-2010	23-8-2012	4-10-2013	17-4-2014	13-7-2015	11-9-2015	7-7-2016	3-3-2017
Number of options granted:	21,000,000	294,840,000	125,000,000	304,140,000	161,000,000	50,000,000	342,000,000	159,000,000
Exercise period:	15-6-2011-	23-8-2012-	4-10-2013-	17-4-2014-	13-7-2015-	11-9-2015-	7-7-2016-	3-3-2017-
	19-8-2016	22-8-2017	3-10-2016	16-4-2019	12-7-2020	10-9-2020	6-7-2021	2-3-2022
Exercise price:	HK\$0.492	HK\$0.156	HK\$0.1814	HK\$0.364	HK\$0.235	HK\$0.200	HK\$0.18	HK\$0.135
	(Note 1)	(Note 1)						
Fair value:	HK\$5,324,000	HK\$22,921,000	HK\$6,000,000	HK\$45,500,000	HK\$16,800,000	HK\$4,800,000	HK\$26,600,000	HK\$8,640,000

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

Option type:	2011B	2012A	2013B	2014A	2015A	2015B	2016A	2017A
Share price as at grant date:	HK\$0.24	HK\$0.076	HK\$0.181	HK\$0.355	HK\$0.23	HK\$0.2	HK\$0.18	HK\$0.126
Nature of the options:	Call	Call	Call	Call	Call	Call	Call	Call
Risk-free rate:	1.28%	0.284%	1.15%	1.38%	1.15%	1.02%	0.59%	1.49%
Expected life of the options:	6 years	5 years	3 years	5 years	5 years	5 years	5 years	5 years
Expected volatility:	91.85%	81.86%	70%	62%	65%	66%	65%	61%
Expected dividend yield:	0%	0%	0%	0%	0%	0%	0%	0%
Exercise multiple:	2.2	2.2	1.4	2.4	2.45	2.49	2.4	2.4

The Company has not issued/granted any convertible bonds or share options and the Company did not recognize any expense as share-based payments for the three months ended 30 June 2017 and 2016.

The expected volatility was based on the historical volatility of the Company's share prices. Expected dividends were based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

*Note 1:* Adjusted 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	
	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)
Imputed interest on convertible bonds	689	639

## 6. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging/(crediting):

	Three months ended 30 June	
	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)
Direct expenses of cinema business	4,456	4,917
Depreciation	2,403	2,253
Exchange (gain)/loss	(579)	540
Operating lease rental in respect of rented premises	1,390	1,452
Staff costs (including directors' remuneration)		
— Salaries and allowances	3,326	3,521
— Retirement scheme contributions	383	455

# NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

## 7. TAXATION

	Three months ended 30 June	
	2017	2016
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
The taxation charge recognised in profit or loss comprises:		
Current tax		
— The PRC	534	34

No provision for Hong Kong profits tax was made by the Group as the Group did not derive any assessable profits in Hong Kong for the three months ended 30 June 2017 and 2016.

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for the three months ended 30 June 2017 and 2016.

## 8. DIVIDEND

The Directors do not recommend the payment of any dividend for the three months ended 30 June 2017 (three months ended 30 June 2016: Nil).

# NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

## 9. LOSS PER SHARE

### Basic and diluted loss per share

	Three months ended 30 June	
	2017	2016
	HK Cent	HK Cent
	(Unaudited)	(Unaudited)
Total basic and diluted loss per share	<b>(0.20)</b>	(0.19)

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

	Three months ended 30 June	
	2017	2016
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Loss for the period attributable to owners of the Company	<b>(6,836)</b>	(6,665)
	<b>2017</b>	2016
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	<b>3,421,538,679</b>	3,421,538,679

The incremental shares from assumed exercise of share options granted by the Company and conversion of the Company's outstanding convertible bonds are excluded in calculating the diluted loss per share during the three month ended 30 June 2017 and 2016 because they are antidilutive in calculating the diluted loss per share.

# 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 2016 (Audited)	136,861	420,810	3,930	76,520	76,365	(2,102)	(585,509)	126,875	11,773	138,648
(Loss)/Profit for the period	-	-	-	-	-	-	(6,665)	(6,665)	845	(5,820)
Other comprehensive (loss)/income for the period	-	-	-	-	-	(806)	-	(806)	8	(798)
Total comprehensive (loss)/income for the period	-	-	-	-	-	(806)	(6,665)	(7,471)	853	(6,618)
At 30 June 2016 (Unaudited)	136,861	420,810	3,930	76,520	76,365	(2,908)	(592,174)	119,404	12,626	132,030
At 1 April 2017 (Audited)	136,861	420,810	3,930	76,520	102,095	(4,025)	(636,138)	100,053	12,195	112,248
(Loss)/Profit for the period	-	-	-	-	-	-	(6,836)	(6,836)	903	(5,933)
Other comprehensive (loss)/income for the period	-	-	-	-	-	706	-	706	(17)	689
Total comprehensive (loss)/income for the period	-	-	-	-	-	706	(6,836)	(6,130)	886	(5,244)
At 30 June 2017 (Unaudited)	136,861	420,810	3,930	76,520	102,095	(3,319)	(642,974)	93,923	13,081	107,004



## OTHER INFORMATION

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

As at 30 June 2017, 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. Chiau Sing Chi	Beneficial owner	110,294,117	3.22%
	Held by trust <i>(Note 1)</i>	1,608,484,963	47.01%
Ms. Chow Man Ki Kelly	Held by trust <i>(Note 1)</i>	1,608,484,963	47.01%

#### Notes:

1. These shares are registered in the name of Beglobal Investments Limited and Golden Treasure Global Investment Limited. Beglobal Investments Limited and Golden Treasure Global Investment Limited are companies indirectly owned by the trust, the discretionary objects of which are Mr. Chiau Sing Chi, Ms. Chow Man Ki Kelly and their family.
2. The total number of the issued share capital of the Company as at 30 June 2017 was 3,421,538,679.

## 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 (Note)	Number of options held as at 1 April 2017 '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 2017 '000
Mr. Chiau Sing Chi	2012A	3,000	-	-	-	3,000
	2014A	3,000	-	-	-	3,000
	2015A	8,000	-	-	-	8,000
	2017A	34,000	-	-	-	34,000
Ms. Chow Man Ki Kelly	2014A	3,000	-	-	-	3,000
	2015A	3,000	-	-	-	3,000
	2016A	30,000	-	-	-	30,000
Mr. Chan Cheong Yee	2012A	15,000	-	-	-	15,000
	2014A	3,000	-	-	-	3,000
	2015A	3,000	-	-	-	3,000
	2016A	3,000	-	-	-	3,000
Mr. Lau Man Kit	2014A	3,000	-	-	-	3,000
	2015A	3,000	-	-	-	3,000
	2016A	3,000	-	-	-	3,000
	2016A	3,000	-	-	-	3,000
Mrs. Chin Chow Chung Hang Roberta	2012A	3,000	-	-	-	3,000
	2014A	3,000	-	-	-	3,000
	2015A	3,000	-	-	-	3,000
Ms. Choi Mei Ping	2016A	3,000	-	-	-	3,000
	2016A	3,000	-	-	-	3,000
	2016A	3,000	-	-	-	3,000
Mr. Tsoi Chiu Yuk	2016A	3,000	-	-	-	3,000
	2016A	3,000	-	-	-	3,000
<b>Total</b>		<b>138,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>138,000</b>

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

In addition to 48,000,000 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, 220,588,235 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 2017, 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 2017, 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	47.01%	-
Treasure Offshore Holdings Limited <i>(Note 1)</i>	1,608,484,963	47.01%	-
Beglobal Investments Limited <i>(Note 2)</i>	1,608,484,963	47.01%	-
Golden Treasure Global Investment Limited <i>(Note 2)</i>	290,000,000	8.48%	-

#### 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 38.53% of the issued share capital of the Company) and indirectly holds 290,000,000 shares of the Company (representing approximately 8.48% of the issued share capital of the Company) through Golden Treasure Global Investment Limited as at 30 June 2017.

# 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 under the Schemes and any other schemes and movements in such holdings during the Period were as follows:

Category	Option type	Number of	Number of	Number of	Number of	Number of
		options held as at 1 April 2017	options granted during the Period	options exercised during the Period	options cancelled/lapsed during the Period	options held as at 30 June 2017
		'000	'000	'000	'000	'000
Directors	2012A	21,000	-	-	-	21,000
	2014A	15,000	-	-	-	15,000
	2015A	23,000	-	-	-	23,000
	2016A	45,000	-	-	-	45,000
	2017A	34,000	-	-	-	34,000
Employees Advisors	2012A	10,000	-	-	-	10,000
	2014A	277,140	-	-	-	277,140
	2015A	132,000	-	-	-	132,000
	2015B	50,000	-	-	-	50,000
	2016A	294,000	-	-	-	294,000
2017A	125,000	-	-	-	125,000	
Total		1,026,140	-	-	-	1,026,140

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 2017.

## 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 2017, 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 the Company's annual report and accounts, interim report and quarterly reports and to provide advices and comments thereon to the Board. The Committee will also be responsible for reviewing and supervising the Company's financial reporting, risk management and internal control systems. The Committee comprises three independent non-executive Directors, namely Mr. Ong King Keung (Chairman), Ms. Choi Mei Ping and Mr. Tsoi Chiu Yuk. The Group's unaudited results for the three months ended 30 June 2017 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 2017.

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

Hong Kong, 9 August 2017

As at the date of this report, the Board comprises Mr. Chiau Sing Chi, Ms. Chow Man Ki Kelly, Mr. Chan Cheong Yee and Mr. Lau Man Kit as executive Directors; Mrs. Chin Chow Chung Hang Roberta as non-executive Director; and Ms. Choi Mei Ping, Mr. Tsoi Chiu Yuk and Mr. Ong King Keung as independent non-executive Directors.