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BINGO GROUP HOLDINGS LIMITED

比高集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8220)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

References are made to (i) the announcement jointly issued by Mr. Chiau Sing Chi and Bingo Group Holdings Limited dated 12 February 2026 (the “**Joint Announcement**”) in relation to, among others, the proposed amendments to the terms and conditions of unsecured zero coupon rate convertible bonds in the principal amount of HK\$19 million due 2025 and the possible unconditional mandatory cash offer for shares by Sinolink Securities (Hong Kong) Company Limited for and on behalf of the Offeror to acquire all the issued shares of the Company (other than those shares already owned by or agreed to be acquired by the Offeror and parties acting in concert with him) and for the cancellation of all outstanding options of the Company; (1) the announcement jointly issued by the Offeror and the Company dated 1 June 2026 in relation to, among others, the completion of the Proposed Amendments to the terms and conditions of the Convertible Bonds and Conversion; (2) unconditional mandatory cash offers by Sinolink on behalf of the Offeror

to acquire all of the issued shares in the Company (other than those already owned by or to be acquired by the Offeror and parties acting in concert with him) and the cancellation of all outstanding options of the Company; (3) delay in despatch of Composite Document; and (4) monthly update (“**Joint Announcement on 1 June 2026**”); (ii) the announcement jointly issued by the Offeror and the Company dated 5 March 2026 in relation to, among others, the delay in despatch of the Composite Document (the “**Delay Announcement**”); (iii) the announcement jointly issued by the Offeror and the Company dated 2 April 2026 and 6 May 2026 in relation to monthly updates on the status of the transactions; (iv) the announcement jointly issued by Mr. Chiau Sing Chi and Bingo Group Holdings Limited dated 28 May 2026 in relation to the (1) conversion of convertible bonds and (2) announcement pursuant to Rule 3.8 of the Takeovers Code (the “**Conversion Announcement**”); (v) the announcements issued by the Company dated 13 March 2026, 27 March 2026, 8 April 2026, 17 April 2026 and 4 May 2026 in relation to the delay in despatch of a circular containing further details of the Proposed Amendments as set out in the Joint Announcement (the “**Circular**”) and a notice convening the EGM (the “**Notice of EGM**”); (vi) the Circular and Notice of EGM both dated 12 May 2026; and (vii) the poll result announcement of EGM dated 27 May 2026.

Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the Joint Announcement.

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

Pursuant to Rule 3.8 of the Takeovers Code, the offeree company must announce, as soon as possible, changes to the relevant securities issued by the offeree company. Since the Joint Announcement on 1 June 2026, there has been changes in the relevant securities in issue and this announcement is made pursuant to Rule 3.8 of the Takeovers Code.

UPDATE ON THE NUMBER OF RELEVANT SECURITIES ISSUED BY THE COMPANY

The Board announces that an aggregate of 1,026,444 Shares have been issued upon the exercise of 1,026,444 Share Options since the Joint Announcement on 1 June 2026 with the details set out below:

(i) the 2024 Share Option Scheme:

Date of grant	Period during which Share Options are exercisable	Exercise price per Share	Date of exercise	Date of issue	Number of Share Options exercised	Number of new Shares issued upon exercise of Share Options
3 July 2024	3 July 2024– 2 July 2029	HK\$1.17	5 June 2026	5 June 2026	1,026,444	1,026,444

As at the date of this announcement, the Company has (i) 178,982,171 Shares in issue; (ii) 5,095,264 outstanding Share Options, included in which are:— (a) 1,708,000 outstanding Share Options exercisable under the 2012 Share Option Scheme at the exercise price of HK\$0.84 per Share; and (b) 3,387,264 outstanding Share Options exercisable under the 2024 Share Option Scheme at the exercise price of HK\$1.17 per Share. Save for the Share Options disclosed above, there are no other outstanding warrants, derivatives or convertible securities which may confer any rights to the holder(s) thereof to subscribe for, convert or exchange into Shares.

DEALING DISCLOSURE

In accordance with Rule 3.8 of the Takeovers Code, the associates (as defined under the Takeovers Code, including persons holding 5% or more of a class of relevant securities issued by the Company) of the Company and the Offeror are hereby reminded to disclose their dealings in any securities of the Company pursuant to Rule 22 of the Takeovers Code. In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or offeree company and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply

with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than \$1 million. This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved. Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

WARNING

Independent Shareholders, Optionholders and potential investors are advised to exercise extreme caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers. This announcement is made in compliance with the Takeovers Code for the purpose of, among other things, informing the Independent Shareholders, the Optionholders and potential investors of the Company of the Offers to be made. The Directors make no recommendation as to the fairness or reasonableness of the Offers or as to the acceptance of the Offers in this announcement.

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

Hong Kong, 8 June 2026

As at the date of this announcement, the Board comprises Mr. CHIAU Sing Chi, Ms. CHOW Man Ki Kelly, Mr. WANG Peng, Mr. LAU Man Kit and Ms. TSANG Fung Chu as executive Directors; and Ms. CHOI Mei Ping, Mr. TSUI Wing Tak and Ms. CHAN Yuet Ching as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange website at www.hkexnews.hk for at least 7 days from the date of its posting and will also be published on the Company’s website at www.bingogroup.com.hk.