



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)

THIRD QUARTERLY RESULTS ANNOUNCEMENT FOR THE NINE MONTHS ENDED 31 DECEMBER 2017

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

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This announcement, for which the directors (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, 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 board of Directors (the “Board”) of the Company presents the unaudited consolidated results of the Group for the three months and nine months ended 31 December 2017, together with the unaudited comparative figures for the corresponding period in 2016 were as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	Notes	Three months ended 31 December		Nine months ended 31 December	
		2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)
Turnover	2	9,183	8,774	33,694	33,779
Cost of sales		(3,854)	(3,691)	(13,552)	(14,028)
Gross profit		5,329	5,083	20,142	19,751
Other revenue and other net income	3	5,361	1,159	7,793	8,506
Selling and marketing expenses		(992)	(2,990)	(7,469)	(10,465)
Administrative expenses		(7,345)	(11,835)	(29,780)	(34,417)
Share-based payments	4	-	-	-	(26,600)
Finance costs	5	(825)	(696)	(2,305)	(2,002)
Profit/(Loss) before taxation	6	1,528	(9,279)	(11,619)	(45,227)
Taxation	7	(234)	(419)	(1,081)	(684)
Profit/(Loss) for the period		1,294	(9,698)	(12,700)	(45,911)
Profit/(Loss) attributable to:					
Owners of the Company		960	(9,292)	(13,395)	(46,296)
Non-controlling interests		334	(406)	695	385
		1,294	(9,698)	(12,700)	(45,911)
Dividend	8	-	-	-	-
Profit/(Loss) per share (cents per share)	9				
Basic and diluted		0.03	(0.27)	(0.39)	(1.35)

CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

	Three months ended 31 December		Nine months ended 31 December	
	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)
Profit/(Loss) for the period	1,294	(9,698)	(12,700)	(45,911)
Other comprehensive income/(loss)				
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations				
— Exchange differences arising during the period	362	(1,104)	1,951	(2,115)
Other comprehensive income/(loss) for the period, net of tax	362	(1,104)	1,951	(2,115)
Total comprehensive income/(loss) for the period	1,656	(10,802)	(10,749)	(48,026)
Total comprehensive income/(loss) attributable to:				
Owners of the Company	1,399	(10,419)	(11,332)	(48,444)
Non-controlling interests	257	(383)	583	418
	1,656	(10,802)	(10,749)	(48,026)

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

2. TURNOVER

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

	Three months ended		Nine months ended	
	31 December		31 December	
	2017	2016	2017	2016
	HK\$’000	HK\$’000	HK\$’000	HK\$’000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenue from cinema business	9,173	8,573	32,775	33,361
Production and distribution of film right	-	147	858	188
Royalties and licensing income	10	54	61	230
	9,183	8,774	33,694	33,779

NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

3. OTHER REVENUE AND OTHER NET INCOME

	Three months ended 31 December		Nine months ended 31 December	
	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)
Interest income	77	215	327	386
Consultancy fee income <i>(Note 1)</i>	-	-	-	3,554
Government grants <i>(Note 2)</i>	13	343	1,873	3,326
Gain on disposal of subsidiaries <i>(Note 3)</i>	2,676	-	2,676	-
Others	2,595	601	2,917	1,240
	5,361	1,159	7,793	8,506

Note 1: The amount represented service income for consultancy on investments in cinemas and theme parks in the PRC, net of direct costs incurred.

Note 2: 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.

Note 3: The Group entered into an agreement to dispose of its 100% equity interests in High Amuse Limited to The Star Overseas Limited, a connected party to the Company, on 6 December 2017. This transaction was completed in December 2017 and gain on disposal of subsidiaries of approximately HK\$2,676,000 was recorded. For further details of this transaction, please refer to the Company's announcement dated 6 December 2017.

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 advisers 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 following 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

4. SHARE-BASED PAYMENTS (Continued)

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- 19-8-2016	23-8-2012- 22-8-2017	4-10-2013- 3-10-2016	17-4-2014- 16-4-2019	13-7-2015- 12-7-2020	11-9-2015- 10-9-2020	7-7-2016- 6-7-2021	3-3-2017- 2-3-2022
Exercise price:	HK\$0.492 (Note 1)	HK\$0.156 (Note 1)	HK\$0.1814	HK\$0.364	HK\$0.235	HK\$0.200	HK\$0.180	HK\$0.135
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 nine months ended 31 December 2017 (nine months ended 31 December 2016: HK\$26,600,000).

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 31 December		Nine months ended 31 December	
	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)
Imputed interest on convertible bonds	825	696	2,305	2,002

6. PROFIT/(LOSS) BEFORE TAXATION

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

	Three months ended 31 December		Nine months ended 31 December	
	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)
Direct expenses of cinema business	3,854	3,691	13,552	14,028
Depreciation	974	2,121	5,872	6,589
Exchange (gain)/loss	(1,599)	1,715	616	2,406
Fixed assets written off	-	84	-	84
Operating lease rental in respect of rented premises	1,318	1,114	4,140	4,022
Staff costs (including directors' remuneration)				
Salaries and allowance	3,841	3,582	10,402	10,675
Share-based payments	-	-	-	3,733
Retirement scheme contributions	371	371	1,155	1,259
Equity settled share-based payments paid to advisors	-	-	-	22,867

NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

7. TAXATION

	Three months ended 31 December		Nine months ended 31 December	
	2017	2016	2017	2016
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)

The taxation charge comprises:

Current tax				
The PRC	234	419	1,081	684

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 nine months ended 31 December 2017 and 2016.

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for the nine months ended 31 December 2017 and 2016.

8. DIVIDEND

The Directors do not recommend the payment of any dividend for the nine months ended 31 December 2017 (nine months ended 31 December 2016: Nil).

NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

9. PROFIT/(LOSS) PER SHARE

Basic and diluted profit/(loss) per share

	Three months ended 31 December		Nine months ended 31 December	
	2017 HK Cent (Unaudited)	2016 HK Cent (Unaudited)	2017 HK Cent (Unaudited)	2016 HK Cent (Unaudited)
Basic and diluted profit/(loss) per share	0.03	(0.27)	(0.39)	(1.35)

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

	Three months ended 31 December		Nine months ended 31 December	
	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)	2016 HK\$'000 (Unaudited)
Profit/(Loss) for the period attributable to owners of the Company	960	(9,292)	(13,395)	(46,296)
Weighted average number of ordinary shares for the purpose of basis profit/(loss) per share	3,421,538,679	3,421,538,679	3,421,538,679	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 profit/(loss) per share during the nine months ended 31 December 2017 and 2016 because they are antidilutive in calculating the diluted profit/(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 option 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
Profit/(Loss) for the period	-	-	-	-	-	-	(46,296)	(46,296)	385	(45,911)
Other comprehensive income/(loss) for the period	-	-	-	-	-	(2,148)	-	(2,148)	33	(2,115)
Total comprehensive income/(loss) for the period	-	-	-	-	-	(2,148)	(46,296)	(48,444)	418	(48,026)
Equity settled share option arrangement	-	-	-	-	26,600	-	-	26,600	-	26,600
Lapse of share options	-	-	-	-	(9,510)	-	9,510	-	-	-
At 31 December 2016 (Unaudited)	136,861	420,810	3,930	76,520	93,455	(4,250)	(622,295)	105,031	12,191	117,222
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
Profit/(Loss) for the period	-	-	-	-	-	-	(13,395)	(13,395)	695	(12,700)
Other comprehensive income/(loss) for the period	-	-	-	-	-	2,063	-	2,063	(112)	1,951
Total comprehensive income/(loss) for the period	-	-	-	-	-	2,063	-	(11,332)	583	(10,749)
Lapse of share options	-	-	-	-	(2,410)	-	2,410	-	-	-
At 31 December 2017 (Unaudited)	136,861	420,810	3,930	76,520	99,685	(1,962)	(647,123)	88,721	12,778	101,499

11. EVENT AFTER THE REPORTING PERIOD

On 9 February 2018, Bingo Movie Development Limited (“Bingo Movie”), a wholly owned subsidiary of the Company and Lechuang Holdings (HK) Limited (“Lechuang”), an independent third party, entered into an agreement (the “JV Agreement”) in relation to the formation of the joint venture company (“JV Company”). The issued share capital of the JV Company will be owned as to 49% by Bingo Movie and as to 51% by Lechuang. The JV Company will be principally engaged in investment and development of VR (Virtual Reality) and MR (Mixed Reality) projects. Pursuant to the JV Agreement, within 90 days after formation of the JV Company, Bingo Movie will enter into of a loan agreement with the JV Company, pursuant to which Bingo Movie will advance the Loan of not less than HK\$25,000,000 and not more than HK\$35,000,000 to the JV Company for investment and development of relevant VR and MR projects. For further details, please refer to the corresponding announcement of the Company dated 9 February 2018.

MANAGEMENT DISCUSSION AND ANALYSIS

GENERAL

During the nine months ended 31 December 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\$32.8 million and gross profit of HK\$19.2 million were generated during the Period. The Group’s revenue and gross profit from the Cinema Business for the Period declined slightly as compared to revenue of HK\$33.4 million and gross profit of HK\$19.4 million generated in the nine months ended 31 December 2016 (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 material 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\$61,000. In the Corresponding Period, licensing income of approximately HK\$230,000 was recorded.

FINANCIAL REVIEW

During the Period, the Group recorded a total turnover of approximately HK\$33.7 million, representing a slightly decrease of approximately HK\$0.1 million compared with the Corresponding Period. The turnover of the Group for the Period and the Corresponding Period principally represented revenue from Cinema Business. Loss for the Period of approximately HK\$12.7 million was recorded. As compared with the loss of HK\$45.9 million for the Corresponding Period, there was decrease in loss of approximately HK\$33.2 million.

The decrease in loss for the Period as compared with the Corresponding Period was mainly attributable to recognition of the non-cash share-based payments of approximately HK\$26.6 million, as a result of share options granted by the Company in July 2016. No share option was granted during the Period.

MANAGEMENT DISCUSSION AND ANALYSIS

OUTLOOK

Owing to the continuing development of the film industry in the PRC, the Group will continue to grasp other business opportunities in investments in cinemas in the PRC and 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 VR (Virtual Reality) and MR (Mixed Reality) industry is undergoing rapid development and the Company considers that there will be growth potential in investment of VR and MR projects. On 9 December 2018, the Group entered into an agreement with Lechuang Holdings (HK) Limited (“Lechuang”) in relation to the formation of the joint venture company (“JV Company”). The formation of the JV Company will allow the Group to utilise its experience in provision of interactive contents with the expertise of Lechuang in developing VR and MR projects. The Company is optimistic as to the prospect of the JV Company, and will grant a loan to the JV Company (see note 11 to the Condensed Quarterly Financial Information for further details).

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.

OTHER INFORMATION

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

As at 31 December 2017, the following 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 31 December 2017 was 3,421,538,679.

OTHER INFORMATION

Long positions in the underlying Shares

The Company adopted a share options scheme on 15 August 2012 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 31 December 2017 were as follows:

Name of Directors	Option type (Note 1)	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 31 December 2017 '000
Mr. Chiau Sing Chi	2012A	3,000	-	-	(3,000)	-
	2014A	3,000	-	-	-	3,000
	2015A	8,000	-	-	-	8,000
Ms. Chow Man Ki Kelly	2017A	34,000	-	-	-	34,000
	2014A	3,000	-	-	-	3,000
	2015A	3,000	-	-	-	3,000
Mr. Chan Cheong Yee	2016A	30,000	-	-	-	30,000
	2012A	15,000	-	-	(15,000)	-
	2014A	3,000	-	-	-	3,000
Mr. Lau Man Kit	2015A	3,000	-	-	-	3,000
	2016A	3,000	-	-	-	3,000
	2014A	3,000	-	-	-	3,000
Mrs. Chin Chow Chung Hang Roberta	2015A	3,000	-	-	-	3,000
	2016A	3,000	-	-	-	3,000
	2012A	3,000	-	-	(3,000)	-
Ms. Choi Mei Ping	2014A	3,000	-	-	-	3,000
	2015A	3,000	-	-	-	3,000
	2016A	3,000	-	-	-	3,000
Mr. Tsoi Chiu Yuk	2015A	3,000	-	-	-	3,000
	2016A	3,000	-	-	-	3,000
Total		138,000	-	-	(21,000)	117,000

Note 1: Details of specific categories of share options are disclosed in note 4 to the condensed quarterly financial information.

In addition to 45,000,000 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 Shares would be allotted and issued upon the exercise in full of the convertible bonds held by Mr. Chiau Sing Chi.

OTHER INFORMATION

Save as disclosed above, as at 31 December 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 or 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.

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

So far as known to the Directors, as at 31 December 2017, 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 positions 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%	–

OTHER INFORMATION

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 31 December 2017.

Save as disclosed above, as at 31 December 2017, 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.

SHARE OPTIONS SCHEME

The Company’s share option scheme was adopted pursuant to resolution 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.

OTHER INFORMATION

Details of the share options granted under the Scheme 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 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 31 December 2017 '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	2012A	10,000	-	-	(10,000)	-
Advisors	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	-	-	(31,000)	995,140

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 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 31 December 2017.

OTHER INFORMATION

PURCHASE, SALE OR REDEMPTION OF SHARES

For the nine months ended 31 December 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 nine months ended 31 December 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 nine months ended 31 December 2017.

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

Hong Kong, 9 February 2018

As at the date of this announcement, 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.