



BINGO GROUP HOLDINGS LIMITED
比高集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 8220

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

CHIAU Sing Chi
CHOW Man Ki Kelly
LAU Man Kit
CHOW Nga Chee Alice
LIN Jason
YIP Yiu Bong

Independent Non-Executive Directors

CHOI Mei Ping
ONG King Keung
TSUI Wing Tak

COMPANY SECRETARY

CHAN Ka Yin

COMPLIANCE OFFICER

CHOW Man Ki Kelly

AUDIT COMMITTEE

ONG King Keung (*Chairman*)
CHOI Mei Ping
TSUI Wing Tak

REMUNERATION COMMITTEE

CHOI Mei Ping (*Chairman*)
CHOW Man Ki Kelly
ONG King Keung
TSUI Wing Tak

董事會

執行董事

周星馳
周文姬
劉文傑
周雅緻
LIN Jason
葉耀邦

獨立非執行董事

蔡美平
王競強
徐永得

公司秘書

陳家賢

監察主任

周文姬

審核委員會

王競強 (*主席*)
蔡美平
徐永得

薪酬委員會

蔡美平 (*主席*)
周文姬
王競強
徐永得

CORPORATE INFORMATION

公司資料

NOMINATION COMMITTEE

CHOW Man Ki Kelly (*Chairman*)

CHOI Mei Ping

ONG King Keung

TSUI Wing Tak

AUTHORIZED REPRESENTATIVES

CHOW Man Ki Kelly

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

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HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit 202, 2/F, Chinaweal Centre

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提名委員會

周文姬 (主席)

蔡美平

王競強

徐永得

授權代表

周文姬

陳家賢

核數師

鄭鄭會計師事務所有限公司

執業會計師

主要往來銀行

富邦銀行有限公司

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大新銀行有限公司

註冊辦事處

Cricket Square, Hutchins Drive

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總辦事處及主要營業地點

香港

謝斐道414-424號

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CORPORATE INFORMATION

公司資料

SHARE REGISTRARS AND TRANSFER OFFICES

Principal Registrar

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
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Grand Cayman KY1-1111
Cayman Islands

Branch Registrar

Tricor Tengis Limited
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STOCK CODE

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皇后大道東183號
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股份代號

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MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

GENERAL

During the three months ended 30 June 2021 (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\$1.8 million and gross profit of HK\$1.0 million were generated during the Period. Due to outbreak of COVID-19 in the very beginning of Year 2020, all cinemas in Hangzhou and Shanghai could not open since late January 2020. No turnover was generated during the 3 months ended 30 June 2020.

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.

總覽

於截至二零二一年六月三十日止三個月（「本期間」）內，比高集團控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）主要從事電影製作、特許權及衍生作品權、跨界市場推廣及提供互動內容（「電影娛樂、新媒體開發及特許權業務」）以及影院投資及管理（「影院業務」）。

業務回顧

於本期間，本集團繼續專注發展電影娛樂、新媒體開發及特許權業務以及影院業務。

鑒於影院業務持續發展，此分部已成為本集團本期間之最主要收益來源。本期間所產生收益及毛利分別約為1,800,000港元及1,000,000港元。由於新冠狀病毒於二零二零年甫一開始爆發，自二零二零年一月下旬以來，杭州和上海的所有電影院無法營業。截至二零二零年六月三十日止三個月，並無產生營業額。

就電影娛樂業務分部而言，本集團不斷尋找合適商機，惟本期間內並未鎖定合適目標。因此，本期間此分部並未帶來收益。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In 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, 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 million and not more than HK\$35 million to the JV Company for investment and development of relevant VR and MR projects. In September 2018, the loan agreement has been signed and RMB29 million (equivalent to HK\$34.9 million as at 30 June 2021) was lent to the JV Company. Another loan of RMB16 million (equivalent to HK\$19.2 million as at 30 June 2021) with a term of three years was granted to the JV Company on 30 September 2019. The difference between the new loan and old loan of RMB13 million with the accrued interest has been repaid to the Bingo Movie on 30 September 2019. No appropriate VR or MR projects were located as at the date of this quarterly report. For further details, please refer to the Company’s announcement dated 30 September 2019 and 7 November 2019.

於二零一八年二月，本公司全資附屬公司比高電影發展有限公司（「比高電影」）與獨立第三方樂創控股（香港）有限公司（「樂創」）訂立內容有關成立合營公司（「合營公司」）之協議（「合營協議」）。比高電影及樂創將分別擁有合營公司49%及51%已發行股本。合營公司將主要從事投資及開發虛擬實境及混合實境項目。根據合營協議，比高電影將與合營公司訂立貸款協議，據此，比高電影將向合營公司墊付為數不少於25,000,000港元但不多於35,000,000港元之貸款，以作投資及發展相關虛擬實境及混合實境項目之用。於二零一八年九月，貸款協議已簽署並已向合營公司借出人民幣29,000,000元（於二零二一年六月三十日相當於34,900,000港元）。於二零一九年九月三十日，合營公司獲授另一筆人民幣16,000,000元（於二零二一年六月三十日相當於19,200,000港元）為期三年的貸款。新貸款與舊貸款之間的差額人民幣13,000,000元及應計利息已於二零一九年九月三十日向比高電影作出償還。於本季度報告日期並未覓得合適的虛擬實境及混合實境項目。有關進一步詳情，請參閱本公司日期為二零一九年九月三十日及二零一九年十一月七日之公告。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In respect of the development of other businesses, the Group has established a subsidiary which is named as 浙江比高家品牌管理有限公司 (Zhejiang Bingo Family Brand Management Company Limited, "Bingo Family") in Zhejiang in late November 2020. The Group held 51% equity stake of Bingo Family. The principal businesses of Bingo Family are brand and intellectual property ("IP") management, key opinion leader ("KOL") incubation and KOL live shows and e-commerce. Since its incorporation to 31 March 2021, Bingo Family was still running in a trial period and has only incurred loss before tax of approximately HK\$2.5 million to the Group for that period. As mentioned in the Company's annual report 2020/21, the Group considered the growth of Bingo Family is not such satisfactorily. During the Period, Bingo Family incurred net loss of approximately 0.6 million and its net liabilities as at 30 June 2021 was approximately HK\$0.7 million. Subsequently on 13 August 2021, the Group disposed of 51% equity stake of Bingo Family to an employee of Bingo Family at a consideration of RMB1, equivalent to approximately HK\$1.

FINANCIAL REVIEW

During the Period, the Group recorded a total turnover of approximately HK\$1.8 million, whereas no turnover was generated in the corresponding period of last year. It was attributable to cinema closures of all cinemas in Hangzhou and Shanghai during the 3 months ended 30 June 2021, which was caused by outbreak of COVID-19.

In view of severe business environment, the Group has tightened its cost control measures significantly, which resulted in the decrease of administrative expenses from approximately HK\$5.7 million in the 3 months ended 30 June 2020 to approximately HK\$4.6 million in the Period.

As our cinemas have already reopened for business and there were reduction of administrative expenses during the Period, the Group's loss decreased from approximately HK\$6.9 million for 3 months ended 30 June 2020 to approximately HK\$3.7 million for the Period.

就其他業務發展而言，本集團於二零二零年十一月底於浙江成立一間附屬公司，名稱為浙江比高家品牌管理有限公司（「比高家」）。本集團持有比高家51%股權。比高家的主要業務為品牌及知識產權（「IP」）管理、網紅（「網紅」）孵化、網紅直播及電子商務。自其註冊成立至二零二一年三月三十一日，比高家仍處於試運營期，並於該期間僅為本集團產生除稅前虧損約2,500,000港元。如本公司二零二零／二一年年報所述，本集團認為比高家的增長並非十分理想。於本期間，比高家產生虧損淨額約600,000港元及其於二零二一年六月三十日之負債淨額為約700,000港元。隨後於二零二一年八月十三日，本集團向比高家的一名僱員出售比高家的51%股權，代價為人民幣1元（相當於約1港元）。

財務回顧

於本期間，本集團錄得總營業額約1,800,000港元，而去年同期並無產生營業額。此乃由於截至二零二一年六月三十日止三個月新冠狀病毒爆發導致杭州及上海的所有電影院停業。

鑒於營商環境嚴峻，本集團已大幅收緊其成本控制措施，導致行政開支由截至二零二零年六月三十日止三個月的約5,700,000港元減少至本期間約4,600,000港元。

由於我們的電影院已於本期間開業且行政開支有所減少，本集團的虧損由截至二零二零年六月三十日止三個月的約6,900,000港元減少至本期間的約3,700,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OUTLOOK

As of the date of this report, the coronavirus outbreak has killed over 4 million people and infected more than 200 million people globally. Although the situation in China is better than many countries in the West, the economy in China is still shocked to a certain extent. Especially COVID-19 Delta Variant has appeared in China recently. The cinemas have been ordered to be closed since early Year 2020 and certain cinemas in the PRC are just allowed to be re-opened in late July 2020. The cinema businesses in China will likely be affected again, if there is wide spread of COVID-19 Delta Variant.

In spite of the wide-spreading of coronavirus mentioned above, the Group may continue to grasp other business opportunities in investments in cinemas in the PRC and attractive movies, when appropriate. 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. In February 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 has granted a loan to the JV Company of RMB16.0 million (equivalent to approximately HK\$19.2 million as at 30 June 2021) in September 2019.

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.

展望

於本報告日期，新冠病毒爆發已令全球逾4,000,000人死亡，並超過200,000,000人受到感染。雖然中國疫情較西方不少國家為佳，但中國經濟在某程度上仍受到打擊。尤其是，中國近期出現新冠病毒Delta變體。影院自二零二零年初已被命令停業以來，中國若干電影院於二零二零年七月下旬方獲准重新開業。如新冠病毒Delta變體廣泛傳播，中國影院業務可能再次受到影響。

儘管新冠病毒廣泛傳播（如上所述），本集團可能在適當時繼續把握投資於中國影院及受歡迎電影之其他商機。本集團持續經營其現有業務，同時更集中物色其他具龐大潛力之商機，包括提供顧問服務、開發及經營在線遊戲業務以及投資於中國文化事業。

虛擬實境及混合實境行業正迅速發展，而本公司認為投資於虛擬實境及混合實境項目富增長潛力。於二零一八年二月，本集團與樂創控股（香港）有限公司（「樂創」）就成立合營公司（「合營公司」）訂立協議。成立合營公司將令本集團可利用其提供互動內容的經驗加上樂創於發展虛擬實境及混合實境項目的專業知識。本公司對合營公司之前景感到樂觀，並於二零一九年九月已向合營公司授出人民幣16,000,000元的貸款（於二零二一年六月三十日相當於約19,200,000港元）。

董事會相信，本集團現有業務可與上述新業務締造協同效應，日後將對本集團有利。

The board of Directors (the “Board”) of the Company presents the unaudited consolidated results of the Group for the three months ended 30 June 2021, together with the unaudited comparative figures for the corresponding period in 2020 were as follows:

本公司董事會（「董事會」）呈列本集團截至二零二一年六月三十日止三個月之未經審核綜合業績，連同二零二零年同期之未經審核比較數字如下：

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

簡明綜合損益表

		Three months ended 30 June 截至六月三十日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註	
Revenue	收益	2	1,830
Cost of sales and services	銷售及服務成本		(795)
Gross profit	毛利		1,035
Other revenue and other net income	其他收益及其他淨收入	3	393
Selling and marketing expenses	銷售及營銷開支		(37)
Administrative expenses	行政開支		(4,563)
Share-based payments	以股份為基礎之付款		(23)
Share of result of an associate	分佔一間聯營公司業績		120
Finance costs	融資成本	5	(603)
Loss before taxation	除稅前虧損	6	(3,678)
Taxation	稅項	7	-
Loss for the period	本期間虧損		(3,678)
Loss attributable to:	應佔虧損：		
Owners of the Company	本公司擁有人		(3,478)
Non-controlling interests	非控股權益		(200)
			(3,678)
			HK cents
			港仙
Loss per share	每股虧損	9	
Basic and diluted	基本及攤薄		(0.41)
			(0.75)

CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

簡明綜合其他全面收益表

		Three months ended 30 June 截至六月三十日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Loss for the period	本期間虧損	(3,678)	(6,939)
Other comprehensive loss <i>Item that may be reclassified subsequently to profit or loss:</i>	其他全面虧損 其後可重新分類至損益之項目：		
Exchange differences on translating foreign operations	換算海外業務產生之匯兌差額		
— Exchange differences arising during the period	— 本期間產生之匯兌差額	(124)	(42)
Other comprehensive loss for the period, net of tax	本期間其他全面虧損，扣除稅項	(124)	(42)
Total comprehensive loss for the period	本期間全面虧損總額	(3,802)	(6,981)
Other comprehensive loss attributable to:	應佔其他全面虧損：		
Owners of the Company	本公司擁有人	(103)	(69)
Non-controlling interests	非控股權益	(21)	27
		(124)	(42)
Total comprehensive loss attributable to:	應佔全面虧損總額：		
Owners of the Company	本公司擁有人	(3,581)	(6,470)
Non-controlling interests	非控股權益	(221)	(511)
		(3,802)	(6,981)

NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

簡明季度財務資料附註

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 (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) 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 accounting policies and methods of computation used in preparing the unaudited condensed consolidated financial statements for the three months ended 30 June 2021 are consistent with those used in the Group’s annual financial statements for the year ended 31 March 2021.

The application of the other new and amendments to HKASs and HKFRSs in the current period has had no material effect on the amounts reported in these unaudited condensed consolidated financial statements and/or disclosures set out in these unaudited condensed consolidated financial statements.

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

1. 編製基準

該等未經審核綜合業績乃根據所有適用香港財務報告準則（「香港財務報告準則」）編製。該統稱詞彙包括香港會計師公會（「香港會計師公會」）頒佈之所有適用個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋以及香港公認會計原則。該等未經審核綜合業績亦已符合GEM上市規則之適用披露條文及香港公司條例之披露規定。該等未經審核綜合業績乃根據歷史成本法編製，惟若干金融工具以公平值計量。除另有指明外，未經審核綜合業績以港元（「港元」）呈列，所有金額均調整至最接近之千位數。

編製截至二零二一年六月三十日止三個月之未經審核簡明綜合財務報表所採用之會計政策及計算方法與截至二零二一年三月三十一日止年度之本集團年度財務報表所用之會計政策及計算方法一致。

於本期間應用其他新增香港會計準則及香港財務報告準則及其修訂對該等未經審核簡明綜合財務報表所呈報之金額及／或該等未經審核簡明綜合財務報表所載之披露並無產生重大影響。

首個季度業績為未經審核，惟已由本公司之審核委員會審閱。

NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

簡明季度財務資料附註

2. REVENUE

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

		Three months ended 30 June 截至六月三十日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue from cinema business	影院業務之收益	1,830	-

2. 收益

本集團於本期間經營業務產生之收益分析如下：

3. OTHER REVENUE AND OTHER NET INCOME

		Three months ended 30 June 截至六月三十日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Exchange gain	匯兌收益	257	-
Interest income	利息收入	16	106
Government grants	政府補助	-	351
Rent concession	租金優惠	36	36
Others	其他	84	26
		393	519

3. 其他收益及其他淨收入

NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

簡明季度財務資料附註

4. SHARE-BASED PAYMENTS

The Company has the convertible bonds and share option scheme for directors, employees and advisors of the Group. Details of the convertible bonds and share options are as follows:

Convertible bonds

Tranche number	期數	notes	Tranche 2	Tranche 3	Tranche 4	Tranche 5
		附註	第2期	第3期	第4期	第5期
		a, b				
Principal amount	本金額		HK\$5,000,000 5,000,000港元	HK\$5,000,000 5,000,000港元	HK\$5,000,000 5,000,000港元	HK\$5,000,000 5,000,000港元
Share price	股價	c	HK\$0.035 0.035港元	HK\$0.035 0.035港元	HK\$0.035 0.035港元	HK\$0.035 0.035港元
Interest	利息		zero coupon 零息	zero coupon 零息	zero coupon 零息	zero coupon 零息
Conversion price	換股價		Not applicable 不適用	HK\$0.544 0.544港元	HK\$0.544 0.544港元	HK\$0.544 0.544港元
Original maturity date	原到期日		1 June 2021 二零二一年 六月一日	1 June 2022 二零二二年 六月一日	1 June 2023 二零二三年 六月一日	1 June 2024 二零二四年 六月一日
Revised maturity date	經修訂到期日		1 June 2022 二零二二年 六月一日	1 June 2023 二零二三年 六月一日	1 June 2024 二零二四年 六月一日	1 June 2025 二零二五年 六月一日

(a) Tranche 1 of the convertible bonds were fully repaid to the bondholder in June 2020.

(b) On 31 March 2020, the bondholder of the convertible bonds undertook the Company to extend the maturity dates of the outstanding convertible bonds by one year. The conversion rights attached to the convertible bonds, however, would still be expired on the original maturity dates. Accordingly, as at 30 June 2021, Tranche 2 of the convertible bonds has been considered straight bonds repayable on 1 June 2022.

(c) Share price as at 31 March 2020, which is the date of undertaking by the bondholder given to the Company to extend the maturity dates of the convertible bonds by one year.

4. 以股份為基礎之付款

本公司為本集團董事、僱員及顧問提供可換股債券及購股權計劃。可換股債券及購股權之詳情如下：

可換股債券

(a) 第1期可換股債券已於二零二零年六月悉數償還予債券持有人。

(b) 於二零二零年三月三十一日，可換股債券之債券持有人向本公司承諾將尚未償還可換股債券之到期日期延長一年。然而，可換股債券所附之轉換權仍將於原到期日屆滿。因此，於二零二一年六月三十日，第2期可換股債已被視為須於二零二二年六月一日償還的普通債券。

(c) 於二零二零年三月三十一日（即債券持有人向本公司作出承諾以將可換股債券的到期日延長一年之日期）的股價。

NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

簡明季度財務資料附註

4. SHARE-BASED PAYMENTS (Continued)

Share Option Scheme

Details of specific categories of options are as follow:

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

Option type:	購股權類別:	2016A	2017A	2018A	2020A
Grant date:	授出日期:	7-7-2016 二零一六年 七月七日	3-3-2017 二零一七年 三月三日	17-9-2018 二零一八年 九月十七日	14-7-2020 二零二零年 七月十四日
Number of options granted:	授出購股權數目:	342,000,000	159,000,000	180,000,000	25,500,000
Exercise period:	行使期:	7-7-2016- 6-7-2021 二零一六年 七月七日至 二零二一年 七月六日	3-3-2017- 2-3-2022 二零一七年 三月三日至 二零二二年 三月二日	17-9-2018- 16-9-2023 二零一八年 九月十七日至 二零二三年 九月十六日	14-7-2020- 13-7-2025 二零二零年 七月十四日至 二零二五年 七月十三日
Exercise price:	行使價:	HK\$0.180港元	HK\$0.135港元	HK\$0.042港元	HK\$0.074港元
Adjusted exercise price: (note d)	經調整行使價: (附註d)	HK\$0.720港元	HK\$0.540港元	HK\$0.168港元	N/A 不適用
Fair value:	公平值:	HK\$26,600,000 港元	HK\$8,640,000 港元	HK\$2,181,000 港元	HK\$893,000 港元

(d) The exercise price was adjusted due to the share consolidation on 2 May 2019.

4. 以股份為基礎之付款(續)

購股權計劃

特定類別購股權詳情如下:

使用二項式購股權定價模式計算之尚未行使購股權公平值乃使用以下假設:

(d) 由於股份合併，行使價已於二零一九年五月二日調整。

5. FINANCE COSTS

5. 融資成本

		Three months ended 30 June 截至六月三十日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Imputed interest on convertible bonds	可換股債券之推算利息	512	700
Interest expenses on lease liabilities	租賃負債之利息開支	91	161
		603	861

NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

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6. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

6. 除稅前虧損

除稅前虧損乃經扣除以下各項後達致：

		Three months ended 30 June 截至六月三十日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Direct expenses of cinema business (note a)	影院業務直接開支(附註a)	795	-
Depreciation of property, plant and equipment	物業、廠房及設備折舊	413	643
Depreciation of right-of-use assets	使用權資產折舊	150	761
Exchange loss	匯兌虧損	-	109
Staff costs (including directors' remuneration)	員工成本(包括董事酬金)		
— Salaries and allowances	— 薪金及津貼	1,783	1,891
— Equity settled share-based payments	— 權益結算以股份為基礎之付款	23	552
— Retirement scheme contributions	— 退休計劃供款	157	159
— Equity settled share-based payments paid to advisors	— 已付予顧問的權益結算以股份為基礎之付款	-	288

note a: The direct expenses mainly represent the profit sharing paid to film providers.

附註a：直接開支主要指已付電影供應商的溢利分成。

7. TAXATION

7. 稅項

		Three months ended 30 June 截至六月三十日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
The taxation charge recognised in profit or loss comprises:	於損益確認的稅項支出包括：		
Current tax	即期稅項		
— The PRC	— 中國	-	15

NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

簡明季度財務資料附註

7. TAXATION (Continued)

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

No provision of Hong Kong Profits Tax has been made as there is no assessable profits for the three months ended 30 June 2021 and 2020.

No PRC Enterprise Income tax for PRC subsidiaries of the Company was provided for three months ended 30 June 2021, as no taxable profit was derived by these PRC subsidiaries during the corresponding period. PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for the three months ended 30 June 2020.

8. DIVIDEND

The Directors do not recommend the payment of any dividend for the three months ended 30 June 2021 (three months ended 30 June 2020: Nil).

7. 稅項 (續)

於二零一八年三月二十一日，香港立法會通過《二零一七年稅務(修訂)(第7號)條例草案》(「條例草案」)，引入利得稅兩級制。該條例草案於二零一八年三月二十八日經簽署成為法律，並於翌日刊憲。根據利得稅兩級制，合資格集團實體首2,000,000港元溢利的稅率為8.25%，而超過2,000,000港元的溢利稅率為16.5%。不符合利得稅兩級制的集團實體溢利將繼續按16.5%的統一稅率徵稅。

本公司董事認為，實施利得稅兩級制後涉及的金額對綜合財務報表而言並不大。兩個年度按估計應課稅溢利的16.5%計算香港利得稅。

由於截至二零二一年及二零二零年六月三十日止三個月並無應課稅溢利，因此並無計提香港利得稅撥備。

截至二零二一年六月三十日止三個月並無計提本公司中國附屬公司之中國企業所得稅撥備，因為於相應期間該等中國附屬公司概無產生應課稅溢利。截至二零二零年六月三十日止三個月，中國附屬公司須按稅率25%繳付中國企業所得稅。

8. 股息

董事並不建議就截至二零二一年六月三十日止三個月派付任何股息(截至二零二零年六月三十日止三個月：無)。

NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

簡明季度財務資料附註

9. LOSS PER SHARE

Basic and diluted loss per share

		Three months ended 30 June 截至六月三十日止三個月	
		2021 二零二一年 HK cent 港仙 (Unaudited) (未經審核)	2020 二零二零年 HK cent 港仙 (Unaudited) (未經審核)
Total basic and diluted loss per share	每股基本及攤薄虧損總額	(0.41)	(0.75)

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:

9. 每股虧損

每股基本及攤薄虧損

		Three months ended 30 June 截至六月三十日止三個月	
		2021 二零二一年 HK cent 港仙 (Unaudited) (未經審核)	2020 二零二零年 HK cent 港仙 (Unaudited) (未經審核)
Total basic and diluted loss per share	每股基本及攤薄虧損總額	(0.41)	(0.75)

計算每股基本及攤薄虧損所用本期間虧損及普通股加權平均股數如下：

		Three months ended 30 June 截至六月三十日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Loss for the period attributable to owners of the Company	本公司擁有人應佔本期間虧損	(3,478)	(6,401)
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	就計算每股基本及攤薄虧損之普通股加權平均股數	855,384,669	855,384,669

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 2021 and 2020 because they are antidilutive in calculating the diluted loss per share.

在計算截至二零二一年及二零二零年六月三十日止三個月每股攤薄虧損時，已撇除假設本公司已授出之購股權獲行使及本公司尚未行使之可換股債券獲兌換而增加之股份，原因為其對計算每股攤薄虧損具反攤薄效應。

NOTES TO THE CONDENSED QUARTERLY FINANCIAL INFORMATION

簡明季度財務資料附註

10. CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

10. 簡明綜合權益變動表

		Share capital	Share premium	Contributed surplus	Equity component of convertible bonds	Share options reserve	Share award scheme reserve	Exchange reserve	Accumulated losses	Attributable to owners of the Company	Non-controlling interests	Total
		股本	股份溢價	實繳盈餘	可換股債券的權益部份	購股權儲備	股份獎勵計劃儲備	匯兌儲備	累計虧損	本公司擁有人應佔	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2020 (Audited)	於二零二零年四月一日 (經審核)	8,554	420,810	132,237	25,548	10,266	1,720	(1,646)	(561,958)	35,531	(3,937)	31,594
Loss for the period	本期間虧損	-	-	-	-	-	-	-	(6,401)	(6,401)	(538)	(6,939)
Other comprehensive (loss)/income for the period	本期間其他全面(虧損)/收益											
— Exchange differences arising on translation	— 換算產生的匯兌差額	-	-	-	-	-	-	(69)	-	(69)	27	(42)
Total comprehensive loss for the period	本期間全面虧損總額	-	-	-	-	-	-	(69)	(6,401)	(6,470)	(511)	(6,981)
Redemption of convertible bonds	贖回可換股債券	-	-	-	(25,507)	-	-	-	25,507	-	-	-
Lapse of share options	購股權失效	-	-	-	-	(233)	-	-	233	-	-	-
Acquisition of non-controlling interests	收購非控股權益	-	-	-	-	-	-	-	(6,259)	(6,259)	5,532	(727)
Equity settled share award arrangement	以權益結算的股份獎勵安排	-	-	-	-	-	840	-	-	840	-	840
At 30 June 2020 (Unaudited)	於二零二零年六月三十日 (未經審核)	8,554	420,810	132,237	41	10,033	2,560	(1,715)	(548,878)	23,642	1,084	24,726
At 1 April 2021 (Audited)	於二零二一年四月一日 (經審核)	8,554	420,810	132,237	40	7,563	1,687	(2,081)	(559,411)	9,399	(578)	8,821
Loss for the period	本期間虧損	-	-	-	-	-	-	-	(3,478)	(3,478)	(200)	(3,678)
Other comprehensive loss for the period	本期間其他全面虧損											
— Exchange differences arising on translation	— 換算產生的匯兌差額	-	-	-	-	-	-	(103)	-	(103)	(21)	(124)
Total comprehensive loss for the period	本期間全面虧損總額	-	-	-	-	-	-	(103)	(3,478)	(3,581)	(221)	(3,802)
Lapse of share options	購股權失效	-	-	-	-	(233)	-	-	233	-	-	-
Equity settled share award arrangement	以權益結算的股份獎勵安排	-	-	-	-	-	23	-	-	23	-	23
At 30 June 2021 (Unaudited)	於二零二一年六月三十日 (未經審核)	8,554	420,810	132,237	40	7,330	1,710	(2,184)	(562,656)	5,841	(799)	5,042

OTHER INFORMATION 其他資料

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

As at 30 June 2021, 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

董事及最高行政人員於股份及相關股份之權益及淡倉

於二零二一年六月三十日，下列本公司董事（「董事」）於本公司及其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份（「股份」）、相關股份或債券中，擁有或被視作擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉（包括彼等根據證券及期貨條例有關條文被當作或視作擁有之權益或淡倉）；或(ii)根據證券及期貨條例第352條須記入該條所述登記冊之權益或淡倉；或(iii)根據GEM上市規則第5.46至5.67條有關董事進行證券交易之規定須知會本公司及聯交所之權益或淡倉：

於本公司股份之好倉

Name of Directors	Nature of interest	Number of Shares held	Approximate percentage of issued share capital of the Company 佔本公司已發行股本概約百分比
董事姓名	權益性質	所持股份數目	
Mr. CHIAU Sing Chi	Beneficial owner	27,573,529	3.22%
周星馳先生	Held by trust (Note 1) 實益擁有人 由信託持有(附註1)	402,121,240	47.01%
Ms. CHOW Man Ki Kelly	Held by trust (Note 1)	402,121,240	47.01%
周文姬女士	由信託持有(附註1)		

Notes:

- 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.
- The total number of the issued share capital of the Company as at 30 June 2021 was 855,384,669.

附註：

- 該等股份乃以 Beglobal Investments Limited 及 Golden Treasure Global Investment Limited 之名義登記。Beglobal Investments Limited 及 Golden Treasure Global Investment Limited 均為由全權信託對象為周星馳先生、周文姬女士及彼等家族之信託間接擁有之公司。
- 本公司於二零二一年六月三十日之已發行股本總數為855,384,669股。

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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:

於本公司相關股份之好倉

本公司於二零一二年八月十五日採納購股權計劃，據此，董事會可酌情向曾經對本集團作出貢獻之僱員、董事或任何其他人士提出要約，以根據購股權計劃訂明之條款及條件接納可認購股份之購股權。

於本期間，根據該計劃及任何其他計劃授予董事之購股權及其變動詳情如下：

Name of Directors	Option type	Number of options held as at 1 April 2021 (Note 2) 於二零二一年四月一日所持購股權數目 (附註2)	Number of options granted 授出之購股權數目	Number of options exercised 行使之購股權數目	Number of options cancelled/lapsed (Note 2) 註銷/失效之購股權數目 (附註2)	Number of options held as at 30 June 2021 (Note 2) 於二零二一年六月三十日所持購股權數目 (附註2)
董事姓名	購股權類別 (Note 1) (附註1)	'000 千份	'000 千份	'000 千份	'000 千份	'000 千份
Mr. CHIAU Sing Chi 周星馳先生	2017A	8,500	-	-	-	8,500
Ms. CHOW Man Ki Kelly 周文姬女士	2016A 2018A	7,500 7,500	- -	- -	- -	7,500 7,500
Mr. LAU Man Kit 劉文傑先生	2016A	750	-	-	-	750
Ms. CHOW Nga Chee Alice 周雅緻女士	2018A	7,500	-	-	-	7,500
Mrs. CHIN CHOW Chung Hang Roberta (Note 3) 陳鄒重琦女士(附註3)	2016A	750	-	-	(750)	-
Ms. CHOI Mei Ping 蔡美平女士	2016A	750	-	-	-	750
		33,250	-	-	(750)	32,500

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

附註1：有關特定類別購股權之詳情於簡明季度財務資料附註4披露。

Note 2: The number of share options mentioned are adjusted to reflect the share consolidation effective on 2 May 2019.

附註2：所述購股權數目經調整以反映二零一九年五月二日生效的股份合併。

Note 3: Resigned on 30 June 2021.

附註3：於二零二一年六月三十日辭任。

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In addition to 8,500,000 number of Shares which would be allotted and issued upon the exercise in full of the options offered to Mr. CHIAU Sing Chi (“Mr. Chiau”) under the share option scheme of the Company above, 36,764,704 number of Shares which would be allotted and issued upon the exercise in full of the convertible bonds held by Mr. Chiau.

On 16 August 2019, based on the recommendation of the remuneration committee (“Remuneration Committee”) of the Board, the Board (including all independent non-executive Directors) has resolved to grant 8,550,000 awarded Shares (the “Awarded Shares”) to Mr. Chiau, under the share award scheme of the Company as recognition of Mr. Chiau’s contribution to the Group and incentive for Mr. Chiau for his continuing future contribution to the Group. The Awarded Shares are to be purchased by the trustee of the Company’s share award scheme on the Stock Exchange and to be held on trust for Mr. Chiau pursuant to the terms of the share award scheme of the Company. The Awarded Shares shall be vested to Mr. Chiau on the first anniversary of the date of grant, i.e. 16 August 2020, and subsequently delayed to 16 August 2021, which is mutually agreed between the Company and Mr. Chiau.

On 14 October 2019, based on the recommendation of the Remuneration Committee, the Board (including all independent non-executive Directors) has resolved to grant 4,240,000 Awarded Shares to Ms. CHOW Man Ki Kelly (“Ms. Kelly Chow”), under the share award scheme of the Company as recognition of Ms. Kelly Chow’s contribution to the Group and incentive for Ms. Kelly Chow for her continuing future contribution to the Group. The Awarded Shares are to be purchased by the trustee of the Company’s share award scheme on the Stock Exchange and to be held on trust for Ms. Kelly Chow pursuant to the terms of the share award scheme of the Company. All of 4,240,000 Awarded Shares shall be vested to Ms. Kelly Chow on the first anniversary of the date of grant, i.e. 14 October 2020, which was subsequently delayed to 14 October 2021 or the date on which the trustee has completed the acquisition of all 4,240,000 Awarded Shares on market, whichever is earlier.

除上述根據本公司購股權計劃授予周星馳先生(「周先生」)之購股權獲全面行使時將予配發及發行之8,500,000股股份外，周先生所持可換股債券獲全面行使時將予配發及發行36,764,704股股份。

於二零一九年八月十六日，根據董事會薪酬委員會(「薪酬委員會」)的建議，董事會(包括所有獨立非執行董事)決定根據本公司的股份獎勵計劃向周先生授出8,550,000股獎勵股份(「獎勵股份」)，以表彰周先生對本集團的貢獻以及對周先生未來對本集團的持續貢獻的獎勵。獎勵股份將由本公司股份獎勵計劃的受託人在聯交所購買，並根據本公司股份獎勵計劃的條款以信託形式代周先生持有。獎勵股份應於授出日期的一週年(即二零二零年八月十六日歸屬於周先生)，並隨後延遲至二零二一年八月十六日，其為本公司與周先生共同協定。

於二零一九年十月十四日，根據薪酬委員會的建議，董事會(包括所有獨立非執行董事)決定根據本公司的股份獎勵計劃向周文姬女士(「周文姬女士」)授出4,240,000股獎勵股份，以表彰周文姬女士對本集團的貢獻以及對周文姬女士未來對本集團的持續貢獻的獎勵。獎勵股份將由本公司股份獎勵計劃的受託人在聯交所購買，並根據本公司股份獎勵計劃的條款以信託形式代周文姬女士持有。全部4,240,000股獎勵股份應於授出日期的一週年(即二零二零年十月十四日)歸屬於周文姬女士，並隨後延遲至二零二一年十月十四日或受託人已完成收購市場上所有4,240,000股獎勵股份當日(以較早者為準)。

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On 14 October 2019, based on the recommendation of the Remuneration Committee, the Board (including all independent non-executive Directors) has resolved to grant 4,240,000 Awarded Shares to Ms. CHOW Nga Chee Alice (“Ms. Alice Chow”), under the share award scheme of the Company as recognition of Ms. Alice Chow’s contribution to the Group and incentive for Ms. Alice Chow for her continuing future contribution to the Group. The Awarded Shares are to be purchased by the trustee of the Company’s share award scheme on the Stock Exchange and to be held on trust for Ms. Alice Chow pursuant to the terms of the share award scheme of the Company. Half of the Awarded Shares (i.e. 2,120,000 awarded Shares) shall be vested to Ms. Alice Chow on the first anniversary of the date of grant, i.e. 14 October 2020, which was subsequently delayed to 14 October 2021 or the date on which the trustee has completed the acquisition of all 4,240,000 Awarded Shares on market, whichever is earlier. The remaining half of the Awarded Shares (i.e. 2,120,000 awarded Shares) shall be vested to Ms. Alice Chow on the second anniversary of the date of grant, i.e. 14 October 2021.

Save as disclosed above, as at 30 June 2021, 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.

於二零一九年十月十四日，根據薪酬委員會的建議，董事會（包括所有獨立非執行董事）決定根據本公司的股份獎勵計劃向周雅緻女士（「周雅緻女士」）授出4,240,000股獎勵股份，以表彰周雅緻女士對本集團的貢獻以及對周雅緻女士未來對本集團的持續貢獻的獎勵。獎勵股份將由本公司股份獎勵計劃的受託人在聯交所購買，並根據本公司股份獎勵計劃的條款以信託形式代周雅緻女士持有。一半獎勵股份（即2,120,000股獎勵股份）應於授出日期的一週年（即二零二零年十月十四日）歸屬於周雅緻女士，並隨後延遲至二零二一年十月十四日或受託人已完成收購市場上所有4,240,000股獎勵股份當日（以較早者為準）。餘下一半獎勵股份（即2,120,000股獎勵股份）應於授出日期的二週年（即二零二一年十月十四日）歸屬於周雅緻女士。

除上文披露者外，於二零二一年六月三十日，本公司董事或最高行政人員概無於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中，擁有或被視作擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之任何權益或淡倉（包括彼等根據證券及期貨條例有關條文被當作或視作擁有之權益或淡倉）；(ii)根據證券及期貨條例第352條須記入該條所述登記冊之任何權益或淡倉；或(iii)根據GEM上市規則第5.46至5.67條有關董事進行證券交易之規定須知會本公司及聯交所之任何權益或淡倉。

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

So far as known to the Directors, as at 30 June 2021, 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

主要股東及其他人士於股份及相關股份之權益

就董事所知，於二零二一年六月三十日，以下人士（非本公司董事或最高行政人員）於股份或相關股份中，擁有或被視作擁有(i)根據證券及期貨條例第XV部第2及3分部之條文須向本公司及聯交所披露之權益或淡倉；或(ii)預期直接及間接擁有任何類別股本（附帶權利可於任何情況下在本集團任何成員公司之股東大會上投票）面值10%或以上之權益或淡倉或(iii)根據證券及期貨條例第336條須記入該條所述登記冊之權益或淡倉：

於股份及相關股份之好倉

Name of Shareholders	股東名稱	Number of Shares held	Approximate percentage of issued share capital of the Company
		所持股份數目	佔本公司已發行股本概約百分比
Sinostar FE (PTC) Limited (Note 1)	Sinostar FE (PTC) Limited (附註1)	402,121,240	47.01%
Treasure Offshore Holdings Limited (Note 1)	Treasure Offshore Holdings Limited (附註1)	402,121,240	47.01%
Beglobal Investments Limited (Note 2)	Beglobal Investments Limited (附註2)	402,121,240	47.01%
Golden Treasure Global Investment Limited (Note 2)	Golden Treasure Global Investment Limited (附註2)	72,500,000	8.48%
KO Kin Hang	高健行	51,355,000	6.00%

Notes:

- 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.
- Beglobal Investments Limited directly holds 329,621,240 shares of the Company (representing approximately 38.53% of the issued share capital of the Company) and indirectly holds 72,500,000 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 2021.

附註:

- 周星馳先生、周文姬女士及其家族為一個全權信託之受益人，而Sinostar FE (PTC) Limited（「Sinostar」）為該全權信託之受託人。作為全權信託之受託人，Sinostar為Treasure Offshore Holdings Limited之唯一股東，而該公司為Beglobal Investments Limited之唯一股東。
- 於二零二一年六月三十日，Beglobal Investments Limited直接持有329,621,240股本公司股份（佔本公司已發行股本約38.53%）及透過Golden Treasure Global Investment Limited間接持有72,500,000股本公司股份（佔本公司已發行股本約8.48%）。

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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 options held as at 1 April 2021 (Note 2) 於二零二一年四月一日所持購股權數目 (附註2)	Number of options granted	Number of options exercised	Number of options cancelled/lapsed (Note 2) 註銷/失效之購股權數目 (附註2)	Number of options held as at 30 June 2021 (Note 2) 於二零二一年六月三十日所持購股權數目 (附註2)
類別	購股權類別 (Note 1) (附註1)	'000 千份	授出之購股權數目 '000 千份	行使之購股權數目 '000 千份	'000 千份	'000 千份
Directors	2016A	9,750	-	-	(750)	9,000
董事	2017A	8,500	-	-	-	8,500
	2018A	15,000	-	-	-	15,000
Employees	2018A	7,500	-	-	-	7,500
僱員						
Advisors	2016A	1,500	-	-	-	1,500
顧問	2020A	25,500	-	-	-	25,500
		67,750	-	-	(750)	67,000

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

Note 2: The number of share options mentioned are adjusted to reflect the share consolidation effective on 2 May 2019.

購股權計劃

根據於二零一二年八月十五日通過之書面決議案，本公司採納其購股權計劃（「該計劃」），主要旨在鼓勵董事、合資格僱員及曾為本集團作出貢獻之參與者，且將於二零二二年八月十四日屆滿。根據該計劃，本公司董事會可向本公司或其任何附屬公司之全職或兼職僱員包括董事（執行及非執行董事）及任何顧問、諮詢人、供應商、分銷商、承包商、代理、業務夥伴、發起人、服務供應商或客戶等授出購股權，以認購本公司股份。

於本期間，根據該等計劃及任何其他計劃授出之購股權及其變動詳情如下：

附註1：有關特定類別購股權之詳情於簡明季度財務資料附註4披露。

附註2：所述購股權數目經調整以反映二零一九年五月二日生效的股份合併。

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THE SHARE AWARD SCHEME

On 14 August 2019 (the “Adoption Date”), the Board adopted a share award scheme (the “Share Award Scheme”) which has taken effect immediately. The following is a summary of the principal terms and conditions of the Share Award Scheme:

Purposes and objectives

The purposes of the Share Award Scheme are to recognise and reward the contribution of Eligible Persons, which are defined below, to the growth and development of the Group, to give incentives to Eligible Persons in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group.

Duration

Subject to any early termination as may be determined by the Board, the Share Award Scheme shall be valid and effective for a term of ten (10) years commencing on the Adoption Date.

Eligible Persons

Pursuant to the terms of the Share Award Scheme, the following classes of participants (each an “Eligible Person”) are eligible for participation in the Share Award Scheme:

- (a) any employee (an “Employee”) (whether full time or part time, including any executive director but excluding any non-executive director) of any member of the Group or any entity (the “Invested Entity”) in which the Group holds any equity interest;
- (b) any non-executive directors (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity;

股份獎勵計劃

於二零一九年八月十四日（「採納日期」），董事會採納股份獎勵計劃（「股份獎勵計劃」），並已即時生效。以下為股份獎勵計劃之主要條款及條件之概要：

目的及目標

股份獎勵計劃之目的為表彰及獎勵合資格人士（定義如下）對本集團增長和發展之貢獻，並給予合資格人士獎勵以挽留彼等為本集團之持續經營和發展而努力，亦為本集團進一步發展吸引合適之人才。

有效期

股份獎勵計劃將由採納日期起生效，有效期為十（10）年，惟董事會可決定提前終止。

合資格人士

根據股份獎勵計劃之條款，下列類別的參與者（各稱為「合資格人士」）符合資格參與股份獎勵計劃：

- (a) 本集團任何成員公司或本集團於其中持有任何股權的任何實體（「被投資實體」）的任何僱員（「僱員」）（全職或兼職，包括任何執行董事惟不包括任何非執行董事）；
- (b) 本公司、其任何附屬公司或任何被投資實體的任何非執行董事（包括獨立非執行董事）；

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- (c) any adviser (professional or otherwise), consultant to or expert in any area of business or business development of any member of the Group or any Invested Entity; and
- (d) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group,

and, for the purposes of the Share Award Scheme, the awarded shares may be made to any company wholly owned by one or more of the above participant(s). The eligibility of any of the Eligible Persons to an awarded shares shall be determined by the Board from time to time on the basis of the Board's opinion as to his contribution and/or future contribution to the development and growth of the Group.

The grant of the awarded shares to the Eligible Person(s) is through (i) the purchase of awarded shares by the Company's administration committee or the trustee of the Share Award Scheme; and/or (ii) issue of new awarded shares under the general mandate approved at the Company's general meetings.

The Company has not granted any awarded shares for the three months ended 30 June 2021 and 2020.

For further details of the Share Award Scheme, please refer to the Company's announcement dated 14 August 2019.

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 2021.

- (c) 本集團任何成員公司或任何被投資實體於任何方面的業務或業務發展的任何顧問(專業或其他方面)、諮詢人或專家;及
- (d) 透過合營企業、企業聯盟或其他業務安排的方式,已經或可能對本集團的發展及增長有所貢獻的任何其他組別或類別的參與者,

且就股份獎勵計劃而言,獎勵股份可能授予由上述一名或多名參與者全資擁有的任何公司。任何合資格人士獲得獎勵股份的資格,須經由董事會不時按董事會就其對本集團發展及增長作出的貢獻及/或未來貢獻的意見而釐定。

透過以下方式向合資格人士授予獎勵股份:(i)本公司管理委員會或股份獎勵計劃的受託人購買獎勵股份;及/或(ii)根據本公司股東大會批准的一般授權發行新的獎勵股份。

截至二零二一年及二零二零年六月三十日止三個月,本公司並無授予任何獎勵股份。

有關股份獎勵計劃的更多詳情,請參閱本公司日期為二零一九年八月十四日的公告。

董事及僱員購入股份或債券之權利

除上文「董事及最高行政人員於股份及相關股份之權益及淡倉」及「購股權計劃」兩節所披露者外,於二零二一年六月三十日,概無董事或本集團僱員或彼等之聯繫人獲本公司或其附屬公司授予權利購入本公司或任何其他法人團體之股份或債券,亦無行使任何該等權利。

OTHER INFORMATION

其他資料

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.

PURCHASE, SALE OR REDEMPTION OF SHARES

For the three months ended 30 June 2021, 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. TSUI Wing Tak. The Group's unaudited results for the three months ended 30 June 2021 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.

競爭權益

概無董事、本公司管理層股東或主要股東或彼等各自的聯繫人從事任何與本集團業務競爭的業務或可能與本集團業務競爭的業務或與本集團有任何其他利益衝突的業務。

買賣或贖回股份

本公司或其任何附屬公司於截至二零二一年六月三十日止三個月概無買賣或贖回本公司任何上市證券。

審核委員會

本公司已遵照GEM上市規則第5.28條至第5.33條成立審核委員會（「委員會」），並書面訂下職權範圍。委員會之主要職責為審閱本公司之年報及賬目、中期報告及季度報告，並就此向董事會提供意見及建議。委員會亦將須負責檢討及監督本公司之財務匯報、風險管理及內部監控制度。委員會現由三名獨立非執行董事王競強先生（主席）、蔡美平女士及徐永得先生組成。委員會已審閱本集團截至二零二一年六月三十日止三個月之未經審核業績，並認為該等業績已遵照適用會計準則、GEM上市規則及法例規定編製，且已作出足夠披露。

OTHER INFORMATION 其他資料

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 2021.

By order of the Board

Bingo Group Holdings Limited
LAU Man Kit
Executive Director

Hong Kong, 13 August 2021

As at the date of this report, the Board comprises Mr. CHIAU Sing Chi, Ms. CHOW Man Ki Kelly, Mr. LAU Man Kit, Ms. CHOW Nga Chee Alice, Mr. LIN Jason and Mr. YIP Yiu Bong as executive Directors; and Ms. CHOI Mei Ping, Mr. ONG King Keung and Mr. TSUI Wing Tak as independent non-executive Directors.

遵守有關董事買賣證券之守則

本公司已採納有關董事買賣證券之行為守則，其條款不遜於GEM上市規則第5.48至5.67條規定之交易準則。經向全體董事作出特定查詢後，於截至二零二一年六月三十日止三個月，全體董事均已遵守規定之交易準則及本公司就董事買賣證券而採納之行為守則。

承董事會命

比高集團控股有限公司
執行董事
劉文傑

香港，二零二一年八月十三日

於本報告日期，董事會成員包括執行董事周星馳先生、周文姬女士、劉文傑先生、周雅緻女士、LIN Jason先生及葉耀邦先生；以及獨立非執行董事蔡美平女士、王競強先生及徐永得先生。

