

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)**

**CONTINUING CONNECTED TRANSACTION  
LICENSING AGREEMENT IN RELATION TO  
INTELLECTUAL PROPERTY RIGHTS**

**THE LICENSING AGREEMENT**

The Board is pleased to announce that, on 29 February 2024 (after trading hours), Huge Art (an indirect wholly-owned subsidiary of the Company), being the Licensee, and the Licensor entered into the Licensing Agreement. Pursuant to the Licensing Agreement, the Licensor has agreed to grant to the Licensee a license to use the Intellectual Property Rights in respect of commercialization of the Products.

**GEM LISTING RULES IMPLICATIONS**

As at the date of this announcement, the Licensor is wholly owned by Ms. Chow, an executive Director. As such, the Licensor is a connected person of the Company and the entering into of the Licensing Agreement and the transactions contemplated thereunder constitutes a continuing connected transaction under Chapter 20 of the GEM Listing Rules.

As one or more of the applicable percentage ratio (as defined in the Listing Rules) in respect of the transactions under the Licensing Agreement are less than 25% and the annual cap amounts for the continuing connected transaction are below HK\$10.0 million, the transactions contemplated under the Licensing Agreement are subject to reporting, announcement and annual review requirements but are exempt from the requirement of independent Shareholders' approval under Chapter 20 of the GEM Listing Rules.

## THE LICENSING AGREEMENT

The Board is pleased to announce that, on 29 February 2024 (after trading hours), Huge Art (an indirect wholly-owned subsidiary of the Company), being the Licensee, and the Licensor entered into the Licensing Agreement. Pursuant to the Licensing Agreement, the Licensor has agreed to grant to the Licensee a global exclusive license to use the Intellectual Property Rights.

### Principal Terms of the Licensing Agreement

Principal terms of the Licensing Agreement are set out as follows:

<b>Date</b>	:	29 February 2024
<b>Parties</b>	:	(1) The Star Overseas Limited (as licensor); and  (2) Huge Art (as licensee).
<b>Term</b>	:	Three years from 29 February 2024 and ending on 28 February 2027, subject to renewal upon agreement between the parties and compliance of the GEM Listing Rules.
<b>Subject matter</b>	:	Pursuant to the Licensing Agreement, the Licensor is willing to grant to Huge Art, and Huge Art is willing to accept, a global exclusive licence to use the Intellectual Property in the movie “New King of Comedy (新喜劇之王)” in respect of commercialization of the Products.
<b>Royalty</b>	:	Huge Art shall pay the Licensor commencing from the first anniversary of the Commencement Date until the end of the Licence Period a royalty equivalent to 50% of the Sales Revenue in cash as Royalty.

The Royalty of 50% of the Sales Revenue was determined on the basis that Huge Art was not required to pay an upfront or fixed amount of royalty or licence fee to the licensor, and has taken into account that the Royalty will only be payable if Huge Art could secure orders for the Products using the Intellectual Property. Given this cooperation basis, the Company considered that a sharing of half of the Sales Revenue as Royalty is fair and reasonable.

**Annual Caps** : The annual cap for the aggregate fees payable by the Licensee to the Licensor for the Royalty during the License Period shall not exceed HK\$1.30 million per 12 months from the date of the date of the Licensing Agreement.

The royalty and the annual caps are determined after arm's length negotiations with the Licensor with reference to, among others, the potential benefits of the Group and the estimated annual demand of the New King of Comedy Brand in the coming years. Since the exploitation of and commercialisation of the Products using such Intellectual Property is at the experimental stage, the Company consider that a smaller annual cap is justifiable and will re-comply with the GEM Listing Rules and seek for larger annual caps from the independent Shareholders if the Products roll out successfully.

Based on the reasons above, the Directors consider that the royalty and the annual cap are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

## **INFORMATION OF THE GROUP AND THE LICENSOR**

### **The Group**

The Group is principally engaged in movie production, licensing and derivatives, crossover marketing, provision of interactive contents and cinema investment and management.

### **The Licensor**

The Licensor is principally engaged in movie production and is ultimately beneficially held by Mr. Chiau. The Licensor has extensive experience in the movie industry, which has produced popular movies including but not limited to The God of Cookery (《食神》), The King of Comedy (《喜劇之王》), Shaolin Soccer (《少林足球》), Kung Fu Hustle (《功夫》), CJ7 (《長江7號》), Journey to the West: Conquering the Demons (《西遊•降魔篇》), the Mermaid (《美人魚》), Journey to the West: The Demons Strike Back (《西遊•伏妖篇》) and the New King of Comedy (《新喜劇之王》).

## **The Licensee**

The Licensee is an indirect wholly-owned subsidiary of the Company, which is principally engaged in investment holding.

## **Reasons for and Benefits of the Licensing Agreement**

The Group is principally engaged in movie production, licensing and derivatives, crossover marketing, provision of interactive contents and cinema investment and management.

The entering into of the Licensing Agreement will allow the Group to explore business opportunities for promoting the Products using the brand of New King of Comedy, including the production of bullet-screen applications and screen play of animation. There are other commercialization opportunities for the license, such as merchandising, gamification, production of comics and animations, and licensing for secondary content production.

The Directors, including the independent non-executive Directors, consider that the transactions contemplated under the Licensing Agreement is in the ordinary and usual course of business of the Group and the terms of the Licensing Agreement are based on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **GEM LISTING RULES IMPLICATIONS**

As at the date of this announcement, the Licensor is wholly owned by Ms. Chow, an executive Director. As such, the Licensor is a connected person of the Company, and the entering into of the Licensing Agreement and the transactions contemplated thereunder constitutes a continuing connected transaction under Chapter 20 of the GEM Listing Rules.

As one or more of the applicable percentage ratio (as defined in the Listing Rules) in respect of the transactions under the Licensing Agreement are less than 25% and the annual cap amounts for the continuing connected transaction are below HK\$10.0 million, the transactions contemplated under the Licensing Agreement are subject to reporting, announcement and annual review requirements but are exempt from the requirement of independent Shareholders' approval under Chapter 20 of the GEM Listing Rules.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Board”	the board of directors of the Company
“China” or “PRC”	the People’s Republic of China
“Company”	Bingo Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“Huge Art” or “Licensee”	Huge Art Limited, a company incorporated in Hong Kong with limited liability, an indirect wholly-owned subsidiary of the Company
“Intellectual Property Rights”	intellectual property rights and the goodwill for commercializing in respect of the Subject Matters including in particular (but without limitation) all title, logo, designs, copyrights, trademarks (whether registered or not), domain names, invention, concepts, ideas, information, data, documents, materials, style guides sketches, layouts, drafts, conceptual drawings, descriptions, photos, animations, images, films, voice, sound, music, recordings, lyrics, samples, merchandises, promotional materials, packaging materials, labels, computer-generated imagery, special sound or visual effects, other distinctive creative elements from, related to, based on, inspired by or extending from the Subject Matters and include any Improvement

“Licensing Agreement”	the licensing agreement dated 29 February 2024 entered into between the Company and the Licensor with respect to the grant of a license to use the Intellectual Property Rights in respect of the commercialization of the Products
“Ms. Chow”	Ms. Chow Man Ki Kelly, an executive Director and a substantial Shareholder
“Licensor”	The Star Overseas Limited, a company incorporated in Hong Kong with limited liability and wholly owned by Ms. Chow
“Products”	all products derived from the adaptation, application or secondary exploitation of the Intellectual Property Rights including but not limited to any products borne the relevant trademarks and logos
“Sales Revenue”	means the sale revenue to be received by the Licensee in cash on the use, application, or exploitation of the Intellectual Property Rights including but not limited to the manufacture, make, production, distribution, sale, rent or supply of the Products net of insurance and carriage, and of all rebates, discounts and other reductions actually granted and exclusive of any returns for damaged or defection goods, tax or other duty, and the sub-license fee, royalties, receipts and other income in cash to be received by the Licensee under the sub-licenses in relation to the Intellectual Property Rights granted in accordance with the Licensing Agreement
“Shareholder(s)”	holder(s) of share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subject Matters”	means the essential personality features such names, images, appearance and symbols as may have been used to identify any of them which have appeared and/or have been used in the live action feature movie entitled “新喜劇之王” (The New King of Comedy), including but not limited to any fictional character mentioned in the movie

“substantial shareholder” has the meaning ascribed to it under the GEM Listing Rules  
“%” per cent

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

Hong Kong, 29 February 2024

*As at the date of this announcement, the Board comprises Mr. CHIAU Sing Chi, Ms. CHOW Man Ki Kelly, Mr. LAU Man Kit, Ms. CHOW Nga Chee Alice and Mr. YIP Yiu Bong 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.*

*This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange website at [www.hkexnews.hk](http://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](http://www.bingogroup.com.hk).*