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BINGO GROUP HOLDINGS LIMITED

比高集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8220)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Bingo Group Holdings Limited (the “**Company**”) will be held at City Garden Hotel, 1st Floor, Yue – Function Room II, 9 City Garden Road, Hong Kong on 12 March 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**

- (i) the increase in the authorised share capital of the Company from HK\$100,000,000 divided into 5,000,000,000 shares of HK\$0.02 each (each a “**Share**”) to HK\$200,000,000 divided into 10,000,000,000 Shares by creating an additional 5,000,000,000 unissued Shares (the “**Proposed Increase in Authorised Share Capital**”) be and is hereby approved; and
- (ii) any one or more of the directors of the Company (the “**Directors**”) be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Proposed Increase in Authorised Share Capital.”

2. “**THAT**

- (a) the conditional subscription agreement (the “**Subscription Agreement**”) dated 12 January 2012 and entered into between the Company as issuer and Beglobal Investments Limited (“**Beglobal**”) as subscriber in relation to the subscription of the 1,300,000,000 new Shares (the “**Subscription Shares**”) at the subscription price of HK\$0.03 per Subscription Share (a copy of which is produced to the Meeting marked “A” and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares to be issued and allotted to Beglobal under the Subscription Agreement, the allotment and issue of the Subscription Shares to Beglobal be and is hereby approved; and
- (c) any one Director be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the execution all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the allotment and issue of Subscription Shares.”

3. **“THAT**

- (a) the conditional capitalisation agreements (the **“Capitalisation Agreements”**) dated 12 January 2012 and entered into between the Company and each of Beglobal, Ms. Fung See Mun Catherine, Ms. Wong Ching Kuen, Mr. Sherman Lee and Mr. Bhanusak Asvaintra (together as the **“Creditors”**) respectively in relation to the capitalisation of the outstanding principal amount of loans, together with unpaid interest accrued thereon up to and including 6 October 2011, in the aggregate amount of HK\$51,187,500 owed by the Company to the Creditors by way of allotment and issue of 1,706,249,999 new Shares (the **“Capitalisation Shares”**) to the Creditors at the capitalisation price of HK\$0.03 per Capitalisation Share (copies of which are produced to the Meeting marked **“B”** and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Capitalisation Shares to be issued and allotted to each of the Creditors under the Capitalisation Agreements, the allotment and issue of the Capitalisation Shares to the Creditors be and is hereby approved; and
- (c) any one Director be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Capitalisation Agreements and the transactions contemplated thereunder, including but not limited to the execution all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the allotment and issue of Capitalisation Shares.”

4. **“THAT**, subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (or any delegate of the Executive Director) and any conditions that may be imposed thereon, the waiver of the obligation on the part of Beglobal and parties acting in concert with it to make a mandatory general offer to shareholders of the Company for all the issued securities of the

Company not already owned or agreed to be acquired by Mr. Chiau Sing Chi, his family, The Sino Star Trust, SMP Trustees Limited, Beglobal, Golden Treasure Global Investment Limited and parties acting in concert with any of them which might otherwise arise as a result of Beglobal subscribing for the Subscription Shares under the Subscription Agreement pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Whitewash Waiver**”) be and is hereby approved, and that any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.”

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

Hong Kong, 24 February 2012

Registered office:
Cricket Square
Hutchins Drive
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Grand Cayman KY1-1111
Cayman Islands

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business in Hong Kong:*
Room 1201 – 1204
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22 – 28 Wyndham Street, Central
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Notes:

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy needs not be a member of the Company.
2. In order to be valid, the form of proxy must be duly lodged at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof should he so wish, and in such event, the form of proxy shall be deemed to be revoked.

As at the date of this announcement, the executive directors of the Company are Mr. Chiau Sing Chi, Mr. Chan Cheong Yee, Mr. Yik Chok Man and Mr. Fok Wai Ming Jackie, the non-executive directors of the Company are Mr. Chong Lee Chang, Mrs. Chin Chow Chung Hang, Roberta and the independent non-executive directors of the Company are Mrs. Chen Chou Mei Mei, Vivien, Mr. Wong Chak Keung and Mr. Chum Kwan Yue Desmond.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM for the purpose of giving information with regard to the Company. The directors of the Company, 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 GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting and the Company website at www.bingogroup.com.hk.