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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)

**PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ADOPTION OF
THE AMENDED AND RESTATED MEMORANDUM
AND ARTICLES OF ASSOCIATION**

The Directors intend to put forward to the Shareholders a proposal to amend the Memorandum and adoption of the amended and restated Articles of Association in order to bring the constitution of the Company in line with current amendments made to the GEM Listing Rules that came into effect on 1 January 2012 and 1 April 2012 respectively and to reflect the current situation of the Company.

The amendments to the Memorandum and adoption of the amended and restated Articles of Association are subject to approval of the Shareholders by way of passing special resolutions to be proposed at the AGM.

The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) has amended the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange relating to, among other things, the constitutional documents or equivalent constitutional documents of listed issuers. The amendments to the GEM Listing Rules came into effect on 1 January 2012 and 1 April 2012. The memorandum of association of the Company (the “**Memorandum**”) has not been amended since year 2002 and certain corporate information may no longer be up-to-date.

Accordingly, the directors (the “**Directors**”) of Bingo Group Holdings Limited (the “**Company**”) propose to seek the approval of the shareholders of the Company (the “**Shareholders**”) by way of special resolutions for the amendments to the Memorandum and adoption of the amended and restated articles of association of the Company (the “**Articles of Association**”) at the

forthcoming annual general meeting of the Company (the “AGM”), so as to bring the constitution of the Company in line with current amendments made to the GEM Listing Rules and to reflect the current situation of the Company.

A circular containing further information in respect of the proposed amendments to the Memorandum, adoption of the amended and restated Articles of Association and a notice of AGM will be despatched to the Shareholders as soon as practicable.

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

Hong Kong, 11 July 2012

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

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 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.