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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)

**POLL RESULT OF  
THE EXTRAORDINARY GENERAL MEETING  
HELD ON 17 SEPTEMBER 2012  
AND  
ADJUSTMENTS TO CONVERSION PRICE OF CONVERTIBLE BONDS  
AND EXERCISE PRICE OF SERVICE OPTIONS AND  
SHARE OPTIONS**

**POLL RESULT OF THE EGM**

The Board hereby announces that the ordinary resolution proposed at the EGM held on 17 September 2012 was duly passed by the Shareholders by way of poll.

**ADJUSTMENTS TO CONVERSION PRICE OF CONVERTIBLE BONDS AND  
EXERCISE PRICE OF SERVICE OPTIONS AND SHARE OPTIONS**

In accordance with the terms and conditions of the instrument constituting the Convertible Bonds, the conversion price of the outstanding Convertible Bonds shall be adjusted from HK\$0.068 to HK\$0.136 per Share with effect from the date on which the Share Consolidation becomes effective.

Pursuant to the terms and conditions of the instrument constituting the Service Options and the terms of the share option scheme of the Company adopted on 19 October 2002 and 15 August 2012 respectively, the exercise price of the Service Options and the Share Options and the number of Shares to be allotted and issued upon full exercise of the subscription rights attaching to the outstanding Service Options and the outstanding Share Options will be adjusted in the manner as disclosed herein.

The adjustments have been certified by the auditors of the Company, Graham H. Y. Chan & Co., in accordance with the terms and conditions of the instrument constituting the Convertible Bonds, the terms of the share option scheme of the Company and the requirements set out in Rule 23.03(13) of the GEM Listing Rules.

Reference is made to the circular (the “**Circular**”) and the notice of EGM (the “**EGM Notice**”) of Bingo Group Holdings Limited (the “**Company**”) in relation to the proposed Share Consolidation both dated 31 August 2012. Unless otherwise defined, terms used herein shall have the same meaning as those defined in the Circular.

## **POLL RESULT OF THE EGM**

The Board is pleased to announce that, at the EGM held on 17 September 2012, the proposed ordinary resolution as set out in the EGM Notice was duly passed by the Shareholders by way of poll.

The Company’s Hong Kong branch share registrar, Tricor Tengis Limited, was appointed as the scrutineer for the vote-taking at the EGM.

The poll result in respect of the resolution passed at the EGM is as follows:

<b>ORDINARY RESOLUTION</b>	<b>FOR</b>	<b>AGAINST</b>
	<b>Number of Shares (%)</b>	<b>Number of Shares (%)</b>
To approve the share consolidation on the basis of every two (2) ordinary shares of HK\$0.02 par value each in the issued and unissued share capital of the Company be consolidated into one (1) share of HK\$0.04 par value each and to authorize the Directors of the Company to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation	3,352,801,926 97.19%	96,877,000 2.81%

As more than 50% of the votes were cast in favour of the above resolution, the resolution was duly passed by the Shareholders as an ordinary resolution of the Company.

As at the date of the EGM, the total number of issued Shares of the Company was 6,096,809,125 Shares, all the holders of which were entitled to attend and vote for or against the ordinary resolution proposed at the EGM. There was no Share of the Company entitling any Shareholder to attend and vote only against the resolution proposed at the EGM as set out in Rule 17.47A of

the GEM Listing Rules. No Shareholder was required to abstain from voting on the ordinary resolution at the EGM. There were no restrictions on any Shareholders casting any vote on the resolution proposed at the EGM.

## **ADJUSTMENTS TO CONVERSION PRICE OF CONVERTIBLE BONDS AND EXERCISE PRICE OF SERVICE OPTIONS AND SHARE OPTIONS**

In accordance with the terms and conditions of the instrument constituting the Convertible Bonds, the conversion price of the outstanding Convertible Bonds shall be adjusted from HK\$0.068 to HK\$0.136 per Share with effect from the date on which the Share Consolidation becomes effective.

Pursuant to the terms and conditions of the instrument constituting the Service Options and the terms of the share option scheme of the Company adopted on 19 October 2002 and 15 August 2012 respectively, adjustments are required to be made to the exercise price and the number of Shares to be allotted and issued upon full exercise of the subscription rights attaching to the outstanding Service Options and the outstanding Share Options as a result of the Share Consolidation.

The exercise price of the Service Options and the Share Options and the number of Shares to be allotted and issued upon full exercise of the subscription rights attaching to the outstanding Service Options and the outstanding Share Options will be adjusted in the following manner with effect from 18 September 2012.

<b>Date of grant</b>	<b>Exercisable period</b>	<b>Before completion of Share Consolidation</b>		<b>Upon completion of Share Consolidation</b>	
		<b>Number of Shares to be issued</b>	<b>Exercise price per Share <i>HK\$</i></b>	<b>Number of Consolidated Shares to be issued</b>	<b>Exercise price per Consolidated Share <i>HK\$</i></b>
<u>Service Options</u>					
1 June 2010	1 Dec 2011- 30 Sept 2013	250,000,000	0.100	125,000,000	0.200
<u>Share Options</u>					
20 August 2010	20 Aug 2010- 19 Aug 2016	18,000,000	0.246	9,000,000	0.492
23 August 2012	23 Aug 2012- 22 Aug 2017	589,680,000	0.078	294,840,000	0.156

The aforesaid adjustments have been certified by the auditors of the Company, Graham H. Y. Chan & Co., in accordance with the terms and conditions of the instrument constituting the Convertible Bonds, the terms of the share option scheme of the Company and the requirements set out in Rule 23.03(13) of the GEM Listing Rules.

Save for the Convertible Bonds, the Service Options and the Share Options, the Company had no other outstanding options, convertible securities or warrants which confer rights to subscribe for the Shares as at the date of this announcement.

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

Hong Kong, 17 September 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 of the Company 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 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](http://www.bingogroup.com.hk).*