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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)

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

In order to reflect the recent amendments to the GEM Listing Rules and to align with the new Companies Ordinance (CAP. 622) of Hong Kong and the subsidiary legislation which came into effect on 3 March 2014, and to adopt an amended and restated Articles of Association which consolidates all of the proposed amendments to the Articles of Association of the Company.

The proposed amendments to the Articles of Association and adoption of amended and restated Articles of Association is subject to the approval of the shareholders by way of a special resolution at the Annual General Meeting. A circular containing, among other things, particulars relating to the major changes brought about by the adoption of the new Articles of Association together with a notice convening the Annual General Meeting will be despatched to the shareholders in due course.

The board (the “**Board**”) of directors (the “**Directors**”) of Bingo Group Holdings Limited (the “**Company**”) proposed to amend the articles of associations of the Company (the “**Articles of Association**”) to reflect the recent amendments to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange and to align with the new Companies Ordinance (CAP. 622) of Hong Kong and the subsidiary legislation which came into effect on 3 March 2014, and to adopt an amended and restated Articles of Association which consolidates all of the proposed amendments to the Articles of Association of the Company. The major proposed amendments include the following:

- (1) by deleting the existing definition of “associate” in Article 2(1) in its entirety;
- (2) by inserting the following definition immediately after the existing definition of “clearing house” in Article 2(1):

““close associate” in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange (the “**GEM Listing Rules**”) as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction under Chapter 20 of the GEM Listing Rules, it shall have the same meaning as that ascribed to “associate” in the GEM Listing Rules.”;

- (3) by replacing the word “associate(s)” wherever it appears in Article 100(1) with the words “close associate(s)”
- (4) by deleting Article 101(4) in its entirety and replacing it with the following:

“The Company shall not make any loan, directly or indirectly, to a Director or his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the laws of Hong Kong) if the Company were a company incorporated in Hong Kong.”

The proposed adoption of the new Articles of Association is subject to the approval of the shareholders by way of a special resolution at the annual general meeting to be held on Friday, 15 August 2014 (the “**Annual General Meeting**”).

A circular, containing, among other things, particulars relating to the major changes to the existing Articles of Association brought about by the adoption of amended and restated Articles of Association together with a notice convening the Annual General Meeting with be despatched to the shareholders in due course.

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

Hong Kong, 16 July 2014

As at the date of this announcement, the Board comprises Mr. Chiau Sing Chi, Ms. Chow Man Ki, Kelly, Mr. Chan Cheong Yee, Mr. Chong Lee Chang and Mr. Lau Man Kit as executive Directors, Mrs. Chin Chow Chung Hang, Roberta as non-executive Director, and Mrs. Chen Chou Mei Mei, Vivien, Mr. Chum Kwan Yue, Desmond and Mr. Wong Chak Keung 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 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.