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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 RESULTS OF THE ANNUAL GENERAL MEETING; AND RETIREMENT OF DIRECTOR AND CHANGES IN BOARD COMMITTEES

POLL RESULTS OF THE AGM

The Board hereby announces that at the AGM held on Friday, 15 August 2014, all of the proposed ordinary and special resolutions as set out in the notice of the AGM were duly passed by the Shareholders by way of poll at the AGM.

RETIREMENT OF DIRECTOR AND CHANGES IN BOARD COMMITTEE

Mrs. Chen retired as an independent non-executive Director and ceased to be the chairman and a member of the Remuneration Committee, a member of each of the Audit Committee and the nomination committee of the Board with effect from the conclusion of the AGM.

Mr. Wong Chak Keung, an independent non-executive Director, was appointed as the chairman of the Remuneration Committee with effect from 15 August 2014.

Reference is made to the circular (the “**Circular**”) of Bingo Group Holdings Limited (the “**Company**”) dated 17 July 2014. Unless otherwise defined, terms used herein shall have the same meaning as in the Circular.

POLL RESULTS OF THE AGM

The Board is pleased to announce that at the AGM held on Friday, 15 August 2014 at about 3:00 p.m., all the proposed ordinary and special resolutions as set out in the notice of the AGM were 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 AGM.

The poll results in respect of the resolutions passed at the AGM are as follows:

ORDINARY RESOLUTIONS		FOR	AGAINST
		<i>Number of Shares (%)</i>	<i>Number of Shares (%)</i>
1.	to receive and approve the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2014.	1,826,366,253 (100%)	0 (0%)
2.	(a) to re-elect Mr. Chiau Sing Chi as an executive Director;	1,826,366,253 (100%)	0 (0%)
	(b) to re-elect Ms. Chow Man Ki Kelly as executive Director;	1,826,366,253 (100%)	0 (0%)
	(c) to re-elect Mr. Lau Man Kit as executive Director;	1,826,366,253 (100%)	0 (0%)
	(d) to re-elect Mrs. Chin Chow Chung Hang Roberta as non-executive Director; and	1,826,366,253 (100%)	0 (0%)
	(f) to authorize the Board to fix the Directors' remuneration.	1,826,366,253 (100%)	0 (0%)
3.	to re-appoint Cheng & Cheng Limited, Certified Public Accountants as the auditors of the Company and to authorise the Board to fix their remuneration.	1,826,366,253 (100%)	0 (0%)
4.	to grant a general mandate to the Directors to issue, allot and otherwise deal with the Shares.	1,826,366,253 (100%)	0 (0%)
5.	to grant a general mandate to the Directors to repurchase the Shares.	1,826,366,253 (100%)	0 (0%)
6.	to extend the general mandate granted to the Directors to allot, issue and deal with additional Shares by addition of the nominal amount of the Shares repurchased.	1,826,366,253 (100%)	0 (0%)
7.	to approve the refreshment of the share option scheme mandate limit.	1,826,366,253 (100%)	0 (0%)
SPECIAL RESOLUTION			
8.	to amend the articles of association of the Company in the manner proposed in the notice of the Meeting and to adopt the amended and restated articles of association of the Company.	1,826,366,253 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions, resolutions no. 1 to 7 were duly passed as ordinary resolutions of the Company.

As more than 75% of the votes were cast in favour of the above special resolution, resolution no. 8 was duly passed as a special resolution of the Company.

As at the date of the AGM, the total number of issued Shares was 3,212,944,562 Shares, all the holders of which were entitled to attend and vote for or against the ordinary and special resolutions proposed at the AGM. There was no Share entitling any Shareholder to attend and vote only against any of the resolutions proposed at the AGM. No Shareholder was required to abstain from voting on any of the ordinary and special resolutions at the AGM. There were no restrictions on any Shareholders casting any vote on any of the resolutions proposed at the AGM.

RETIREMENT OF DIRECTOR AND CHANGES IN BOARD COMMITTEES

The Board also announces that Mrs. Chen Chou Mei Mei Vivien (“**Mrs. Chen**”) retired as an independent non-executive Director and ceased to be the chairman and a member of the remuneration committee of the Board (the “**Remuneration Committee**”), and a member of each of the audit committee (the “**Audit Committee**”) and the nomination committee of the Board with effect from the conclusion of the AGM.

Mr. Wong Chak Keung has been appointed as chairman of Remuneration Committee with effect from 15 August 2014.

Mrs. Chen decided not to stand for re-election as Director at the AGM due to other business commitments which require more of her dedication. Mrs. Chen has confirmed that she has no disagreement with the Board and is not aware of any matter in connection with her retirement that needs to be brought to the attention of the Shareholders.

Following the retirement of Mrs. Chen, the Company has two independent non-executive Directors and Audit Committee members. As such, the number of independent non-executive Directors falls below the minimum number as required under Rule 5.05(1) of the GEM Listing Rules and the number of the Audit Committee members also falls below the minimum number as required under Rule 5.28 of the GEM Listing Rules. Further, the number of independent non-executive Directors falls below one-third of the Board members as required under 5.05A of the GEM Listing Rules. The Company is identifying a right candidate to fill the vacancy of independent non-executive Director resulting from the retirement of Mrs. Chen as soon as practicable. Further announcement will be made as and when appropriate.

The Board would like to extend its gratitude to Mrs. Chen for her invaluable efforts and contributions to the Company during her terms of appointment and offers its best wishes to her.

By Order of the Board
Bingo Group Holdings Limited
Chong Lee Chang
Executive Director

Hong Kong, 15 August 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 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.

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