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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 ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

The board (“**Board**”) of directors (“**Directors**”) of Bingo Group Holdings Limited (“**Company**”, together with its subsidiaries as the “**Group**”) proposes to amend the existing articles of association (“**Articles of Association**”) of the Company (“**Proposed Amendments**”) and to adopt a new set of articles of association (“**New Articles of Association**”) of the Company as the articles of association of the Company in substitution for and to the exclusion of the Articles of Association in order to (i) bring the articles of association of the Company in line with, among other things, the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) which took effect on 1 January 2022; (ii) enable the Company to convene and hold electronic or hybrid general meetings and provide flexibility to the Company in relation to the conduct of general meetings; and (iii) make other consequential, tidy-up and housekeeping amendments.

The major changes brought about by the adoption of the New Articles of Association are summarised as follows:

1. to update the definition of “Law” which has been replaced by the definition of the “Act” to bring it in line with the Companies Act (As Revised) of the Cayman Islands (“**Act**”);

2. to include the definitions of “Act”, “announcement”, “electronic communication”, “electronic meeting”, “hybrid meeting”, “Meeting Location”, “physical meeting” and “Principal Meeting Place” to align the relevant provisions with the applicable laws of the Cayman Islands and the GEM Listing Rules, and making corresponding changes to the relevant provisions;
3. to reflect a change of the laws of the Cayman Islands and providing flexibility by allowing the Board to accept a surrender for no consideration of any fully paid shares of the Company (the “**Shares**”) by the shareholders of the Company (the “**Shareholders**”);
4. to allow the seal of the Company to be affixed or imprinted to a share certificate with the authority of the Directors;
5. to provide flexibility by removing the restrictive requirement that the record date for determining the Shareholders entitled to receive any dividend, distribution, allotment or issue to be not more than 30 days before or after any such dividend, distribution, allotment or issue is declared, paid or made;
6. to provide that the branch register of members maintained in Hong Kong shall be open for inspection by members for 30 days which may be extended for a further period or periods not exceeding 30 days in respect of any year if approved by the members by ordinary resolution;
7. to provide flexibility by allowing a transfer of Shares to be made in the manner permitted by the Stock Exchange even without an instrument of transfer;
8. to allow publication of a book close notice in relation to the registration of transfers of shares by electronic means or in such manner as may be accepted by the Stock Exchange;
9. to require the Company to hold its annual general meeting in each financial year in compliance with the GEM Listing Rules;
10. to provide that one or more members holding at the date of deposit of the requisition not less than one-tenth of the voting rights of the Company, on a one vote per share basis, shall have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board;
11. to provide that the Company must give notice at least 21 clear days for an annual general meeting and at least 14 clear days for other general meeting (including an extraordinary general meeting);

12. to allow all general meetings (including, inter alia, an annual general meeting, an extraordinary general meeting, any adjourned meeting or postponed meeting) to be held as a physical meeting in any part of the world and at one or more locations, or as a hybrid meeting or an electronic meeting;
13. to include additional details to be specified in a notice of general meeting in light of the allowing of general meetings to be held at one or more meeting locations, or as a hybrid meeting or an electronic meeting;
14. to provide if the chairman of the general meeting is participating using electronic facilities and becomes unable to participate in the general meeting, then the other directors present at the meeting shall choose another director present to act as chairman of the meeting until the original chairman of the meeting is able to participate in the general meeting using electronic facilities;
15. to provide that the chairman of the general meeting may, with the consent of the general meeting at which a quorum is present or at his absolute discretion under certain prescribed circumstances, adjourn the meeting from time to time (or indefinitely), from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting);
16. to provide for the proceedings of general meetings which are held at one or more locations, or as a hybrid meeting or an electronic meeting, and the powers of the Board and the chairman of the general meeting in relation thereto;
17. to allow the Directors to postpone or make changes to a general meeting when they in their absolute discretion consider it is inappropriate, impracticable, unreasonable or undesirable to hold the general meeting on or at the scheduled date or time or place or in the scheduled form, and making corresponding changes to the relevant provisions;
18. to allow for votes to be cast by the Shareholders electronically as the Directors or the chairman of the general meeting may determine;
19. to expressly allow the Shareholders the right to speak and to vote at a general meeting except where a Shareholder is required under the GEM Listing Rules to abstain from voting;
20. to allow instruments of proxy to be returned to the Company by electronic means;
21. to empower the Board to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required has not been received;

22. to change the circumstances in which an interested Director may vote and be counted in the quorum at a Board meeting following the requirement of the GEM Listing Rules;
23. to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
24. to provide that Shareholders in general meeting shall have the power by ordinary resolution to remove any director (including a managing or other executive director, but without prejudice to any claim for damages under any agreement) before the expiration of his term of office;
25. to allow service of notice of Board meeting by electronic means;
26. to provide that a notification of consent to a resolution given by a Director in writing by any means shall be deemed to be the signature of such Director to a written resolution of Directors for the purpose of the relevant provisions;
27. to empower the Board to resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund to pay up in full unissued shares to be issued for the benefit of employees under any share incentive scheme approved by the Shareholders;
28. to change the requirement to remove an auditor from “special resolution” to “ordinary resolution” in compliance with the GEM Listing Rules;
29. to allow the Board to appoint an auditor to fill a casual vacancy;
30. to clarify that the appointment and remuneration of an auditor shall be passed by ordinary resolution;
31. to provide for more electronic channels for the giving or issue of any notice or document by or on behalf of the Company (including any “corporate communication” within the meaning ascribed thereto in the GEM Listing Rules);
32. to clarify that a notice, document or publication is deemed to have been served on the day on which it first appears on the Company’s website to which the recipient may have access or the day on which the notice of availability is deemed to have been delivered to such person, whichever is later, and if such notice, document or publication is issued as an advertisement in a newspaper, it shall be deemed to have been served on the day on which the advertisement first so appears;

33. to clarify that a former Director, secretary, officer and auditor can also be indemnified for his actions in relation to the affairs of the Company during the time he was a Director, secretary, officer and auditor; and
34. to add the financial year end date of the Company in the New Articles of Association in compliance with the laws of the Cayman Islands.

The Chinese version of the Proposed Amendments is a translation for reference only. In case of discrepancy between the English version and the Chinese version, the English version shall prevail.

The Proposed Amendments and the proposed adoption of the New Articles of Association are subject to the approval of the members of the Company (the “**Members**”) by way of a special resolution at the forthcoming annual general meeting of the Company (“**AGM**”), and will become effective upon the approval by the Members at the AGM.

A circular of the AGM containing, among other matters, details of the Proposed Amendments and the proposed adoption of the New Articles of Association, together with a notice of the AGM will be despatched to the Members on 29 August 2022.

By order of the Board
Bingo Group Holdings Limited
LAU Man Kit
Executive Director

Hong Kong, 25 August 2022

As at the date of this announcement, the Board comprises Mr. CHIAU Sing Chi, Ms. CHOW Man Ki Kelly, Mr. LAU Man Kit, Ms. CHOW Nga Chee Alice and Mr. YIP Yiu Bong as executive Directors; and Ms. CHOI Mei Ping, Mr. TSUI Wing Tak and Ms. CHAN Yuet Ching 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 the “Latest Listed Company Information” page of the Stock Exchange website at www.hkexnews.hk for at least 7 days from the date of its posting and will also be published on the Company’s website at www.bingogroup.com.hk.