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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Bingo Group Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) REFRESHMENT OF SCHEME MANDATE LIMIT;
(4) AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
ADOPTION OF AMENDED AND
RESTATED ARTICLES OF ASSOCIATION;
AND
(5) NOTICE OF AGM**

A notice convening the annual general meeting (the “**AGM**”) of the Company to be held at Conference Room, 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 15 August 2014 at 3:00 p.m. is set out on pages 21 to 27 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

This circular will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for seven days from the date of its publication and on the website of the Company at www.bingogroup.com.hk.

17 July 2014

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2010 EGM”	an extraordinary general meeting of the Company to be held for the approval of the Service Agreement and other transactions on 27 May 2010
“AGM”	the annual general meeting of the Company to be convened and held at Conference Room, 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 15 August 2014 at 3:00 p.m. to consider and, if appropriate, to approve the ordinary resolutions and special resolution contained in the notice of the AGM which are set out on pages 21 to 27 of this circular
“Articles of Association”	the articles of associations of the Company, and “Article” shall mean an article thereof
“associates”	have the same meaning as ascribed in the GEM Listing Rules
“Board”	the board of Directors, including all independent non-executive Directors
“Commencement Date”	means the third business day after the date of passing of the relevant resolutions at the 2010 EGM to approve the Service Agreement and other transactions, ie. 1 June 2010
“Company”	Bingo Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the GEM of the Stock Exchange
“Directors”	the directors of the Company from time to time
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“General Mandate”	the general and unconditional mandate proposed to be granted to Directors to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM, which is extended by the addition of the number of Shares purchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	14 July 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Option(s)”	option(s) granted or to be granted to Participant(s) to subscribe for Share(s) under the Share Option Scheme
“Participant(s)”	full time or part time employees of the Group (including any directors, whether executive or non-executive and whether independent or not, of the Company or any subsidiary) and any supplier, consultants, agents and advisers or any person who, in the sole discretion of the Board, has contributed or may contribute to the Group eligible for Option(s) under the Share Option Scheme
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme
“Repurchase Mandate”	the repurchases mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution granting of such repurchase mandate by the Shareholders
“Service Agreement”	the service agreement dated 22 February 2010 entered between Mr. Chiau Sing Chi, an executive Director, and the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Share Consolidation”	the share consolidation on the basis of every two ordinary shares of HK\$0.02 each in the issued and unissued share capital of the Company consolidated into one Share of HK\$0.04 each with effect from 18 September 2012
“Share Option Scheme”	the existing share option scheme of the Company adopted by the Company on 15 August 2012

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



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)

Executive Directors:

Mr. Chiau Sing Chi
Ms. Chow Man Ki Kelly
Mr. Chan Cheong Yee
Mr. Chong Lee Chang
Mr. Lau Man Kit

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Non-executive Director:

Mrs. Chin Chow Chung Hang, Roberta

*Head office and principal place
of business in Hong Kong:*

Room 102-104, 1st Floor
Sea Bird House
22-28 Wyndham Street
Central, Hong Kong

Independent non-executive Directors:

Mrs. Chen Chou Mei Mei, Vivien
Mr. Chum Kwan Yue, Desmond
Mr. Wong Chak Keung

17 July 2014

To the Shareholders

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) REFRESHMENT OF SCHEME MANDATE LIMIT;
(4) AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
ADOPTION OF AMENDED AND
RESTATED ARTICLES OF ASSOCIATION;
AND
(5) NOTICE OF AGM**

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) General Mandate (including the extended General Mandate) and the Repurchase Mandate; (ii) the re-election of Directors; (iii) the Refreshment of Scheme Mandate Limit; and (iv) the amendments to the Articles of Association and adoption of an amended and

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restated articles of association which consolidates all of the proposed amendments referred to in the notice of the AGM and all previous amendments made pursuant to resolutions passed by the Shareholders at general meetings.

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for (i) General Mandate (including the extended General Mandate) and the Repurchase Mandate; (ii) the re-election of Directors; and (iii) the Refreshment of Scheme Mandate Limit; (iv) the amendments to the Articles of Association and the adoption of an amended and restated articles of association which consolidates all of the proposed amendments referred to in the notice of the AGM and all previous amendments made pursuant to resolutions passed by the Shareholders at general meetings; and (v) the notice of the AGM.

GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the issued Shares as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 3,212,694,562 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 642,538,912 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the issued Shares as at the date of granting of the Repurchase Mandate.

LETTER FROM THE BOARD

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 321,269,456 Shares.

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Law (Revised) of the Cayman Islands or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first (the “**Relevant Period**”).

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

According to Article 83(3), the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

According to Article 84(1), at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three(3), the number nearest to but not greater than one-third) shall retire from office by rotation provided that notwithstanding anything herein, the chairman of the Board and/or the managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year.

In accordance with Article 83(3), Ms. Chow Man Ki Kelly and Mr. Lau Man Kit shall retire from office at the AGM; whereas in accordance with Article 84(1), Mr. Chiau Sing Chi, Mrs. Chin Chow Chung Hang, Roberta and Mrs. Chen Chou Mei Mei, Vivien shall retire from office by rotation at the AGM. Being eligible, each of Mr. Chiau Sing Chi, Ms. Chow Man Ki Kelly, Mr. Lau Man Kit, Mrs. Chin Chow Chung Hang, Roberta and Mrs. Chen Chou Mei Mei, Vivien will offer himself/herself for re-election as executive/non-executive/independent non-executive Director (as the case may be).

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At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Chiau Sing Chi, Ms. Chow Man Ki Kelly, Mr. Lau Man Kit, Mrs. Chin Chow Chung Hang, Roberta and Mrs. Chen Chou Mei Mei, Vivien as executive/non-executive/independent non-executive Director (as the case may be).

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

REFRESHMENT OF SCHEME MANDATE LIMIT

Under the GEM Listing Rules, the maximum number of Shares which may be allotted and issued upon the exercise of all options which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders.

The Company adopted the Share Option Scheme pursuant to the ordinary resolution passed by the Shareholders on 15 August 2012. Under the Share Option Scheme, the number of Shares which may be issued upon the exercise of all Options granted or to be granted under the Share Option Scheme was 609,680,912 Shares of HK\$0.02 each, which are equivalent to 304,840,456 Shares of HK\$0.04 each upon Share Consolidation becoming effective, representing approximately 10% of the issued share capital as at the date of adoption of the Share Option Scheme and the maximum number of Shares that might be issued upon the exercise of all Options under the Share Option Scheme or other schemes. Subject to prior Shareholders' approval, the Company may, at any time thereafter, refresh the Scheme Mandate Limit to grant Options over Shares as shall represent approximately 10% of the issued share capital of the Company as at the date of passing of the relevant resolution.

The purpose of the Share Option Scheme is to enable the Company to grant Options to Participants as recognition or rewards for their contributions to the Group, and to encourage Participants to perform their best in achieving the goals of the Group. The Directors (including the non-executive Directors) are of view that the Refreshment of Scheme Mandate Limit are fair and reasonable and in the interests of the Company and Shareholders as a whole.

At the annual general meeting of the Company held on 21 August 2013, the Scheme Mandate Limit was then refreshed so that the total number of Shares which may fall to be issued upon exercise of all Options to be granted under the Share Option Scheme or other schemes shall not exceed 306,140,456 Shares of HK\$0.04 each, being approximately 10% of the issued share capital of the Company as at 21 August 2013. Options carrying the rights to subscribe for 306,140,000 Shares were granted, of which none were exercised, 306,140,000 Options were outstanding and none were lapsed or cancelled. The number of Options granted and outstanding represented approximately 9.53% of the issued share capital of the Company as at the Latest Practicable Date. Options carrying the rights to subscribe for 456 Shares were available for granting by the Company as at the Latest Practicable Date.

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The Company may refresh the Scheme Mandate Limit at any time subject to prior Shareholders' approval provided that:

- (i) the Scheme Mandate Limit so refreshed must not exceed 10% of the Shares in issue as at the date of the Shareholders' approval of the refreshed Scheme Mandate Limit; and
- (ii) Options previously granted under the Shares Option Scheme and other share option schemes (including those outstanding, cancelled, lapsed in accordance with the schemes or exercised options) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

Notwithstanding the foregoing, the number of Shares to be issued upon the exercise of all the Options granted and yet to be exercised under the Share Option Scheme and other share option schemes must not exceed 30% of the Shares in issue from time to time.

As at the Latest Practicable Date, there were 3,212,694,562 Shares in issue. Assuming no further issue or repurchase of Shares prior to the AGM, upon refreshment of the Scheme Mandate Limit by the Shareholders at the AGM, the Company may grant Options entitling holders thereof to subscribe for up to a maximum number of 321,269,456 Shares, representing approximately 10% of the issued share capital of the Company as at the date of AGM. The total number of Shares which may be issued upon exercise of the "refreshed" Scheme Mandate Limit of 321,269,456 Shares together with all outstanding Options as at the Latest Practicable Date carrying the right to subscribe for 436,690,000 Shares under the Share Option Scheme, 125,000,000 Shares approved at the extraordinary general meeting of the Company held on 17 December 2013, and 9,000,000 Shares under the old share option scheme(s) of the Company, representing approximately 27.8% of the total number of Shares in issue as at the date of AGM. No Options may be granted if this will result in the number of Shares which may be issued upon exercise of all Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company exceeds the 30% limit. As at the Latest Practicable Date, 570,690,000 Options remained outstanding, which represents approximately 17.8% of the issued share capital of the Company.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution to approve the Refreshment of Scheme Mandate Limit at the AGM; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the Shares in issue as at the date of passing the resolution of Refreshment of Scheme Mandate Limit at the AGM) which may fall to be issued upon the exercise of the Options to be granted under the Share Option Scheme and any other share option schemes of the Company.

Application will be made to the Stock Exchange for the listing of, and permission to deal in the Shares, representing 10% of the Shares in issue at the AGM, which may fall to be issued upon the exercise of the Options that may be granted under the refreshed Scheme Mandate Limit.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF AN AMENDED AND RESTATED ARTICLES OF ASSOCIATION

At the AGM, special resolution will be proposed to amend the Articles of Association 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 referred to in the notice of the AGM and all previous amendments made pursuant to resolutions passed by the Shareholders at general meetings.

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.”;
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- (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 legal adviser to the Company as to Hong Kong laws has confirmed that the proposed amendments comply with the requirements of the GEM Listing Rules and the legal adviser to the Company as to Cayman Islands laws have confirmed that the proposed amendments do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the proposed amendments to the Articles of Association.

Shareholders are advised that the amended and restated articles of association in the Chinese language is for reference only. In case of any inconsistency, the English version shall prevail.

LETTER FROM THE BOARD

AGM

A notice convening the AGM to be held at Conference Room, 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 15 August 2014 at 3:00 p.m. is set out on pages 21 to 27 of this circular. Resolutions will be proposed at the AGM to approve, among other things, (i) General Mandate (including the extended General Mandate) and the Repurchase Mandate; (ii) the re-election of Directors; (iii) the Refreshment of Scheme Mandate Limit; and (iv) the amendments to the Articles of Association and the adoption of an amended and restated articles of association which consolidates all of the proposed amendments referred to in the notice of the AGM and all previous amendments made pursuant to resolutions passed by the Shareholders at general meetings.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

RECOMMENDATION

The Directors consider (i) General Mandate (including the extended General Mandate) and the Repurchase Mandate; (ii) the re-election of Directors; (iii) the Refreshment of Scheme Mandate Limit; and (iv) the amendments to the Articles of Association and the adoption of an amended and restated articles of association which consolidates all of the proposed amendments referred to in the notice of the AGM and all previous amendments made pursuant to resolutions passed by the Shareholders at general meetings are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board of
Bingo Group Holdings Limited
Chan Cheong Yee
Executive Director

This Appendix I serves as an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorising the proposed Repurchase Mandate.

This explanatory statement contains all information pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:

1. NUMBER OF SHARES WHICH MAY BE REPURCHASED

Exercise in full of the Repurchase Mandate, on the basis of 3,212,694,562 Shares in issue as at the Latest Practicable Date, would result in 321,269,456 Shares (representing approximately 10% of the issued share capital of the Company as at the date of passing of the resolution), being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution approving the Repurchase Mandate.

2. REASONS FOR PROPOSED REPURCHASE OF SHARES

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share.

The Repurchase Mandate will only be exercised when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole. The Directors have no present intention to repurchase any Shares.

3. SOURCE OF FUNDS

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of the Cayman Islands and the GEM Listing Rules. The laws of the Cayman Islands provide that the amount of capital paid in connection with a repurchase of Shares may only be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the laws of the Cayman Islands. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the laws of the Cayman Islands. The Company will not purchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2014) in the event that the Repurchase Mandate is exercised in full at any time during the Relevant Period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their respective associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders at the AGM.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If, as a result of a repurchase of Shares, pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

As a result, a Shareholder, or a group of Shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, the following Shareholder(s) is/are interested in more than 10% of the Shares then in issue. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the total interests of such Shareholder(s) in the Shares would be increased to approximately the percentage set out in the last column as follows:

Name of Shareholder(s)	Number of Shares	Approximate percentage of shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Chiau Sing Chi	1,608,484,963 (L)	50.07%	55.63%
Chow Man Ki Kelly	1,608,484,963 (L)	50.07%	55.63%
SMP Trustees (Hong Kong) Limited	1,608,484,963 (L)	50.07%	55.63%
Treasure Offshore Holdings (PTC) Limited	1,608,484,963 (L)	50.07%	55.63%
Beglobal Investments Limited	1,608,484,963 (L)	50.07%	55.63%

(L) denotes long position

Note: Mr. Chiau Sing Chi and Ms. Chow Man Ki, Kelly are the beneficiaries of a discretionary trust of which SMP Trustees (Hong Kong) Limited (“SMP”) is the trustee.

SMP as the trustee of the discretionary trust is the sole shareholder of Treasure Offshore Holdings (PTC) Limited, which is the sole shareholder of Beglobal Investments Limited.

Beglobal Investments Limited directly holds 1,318,484,963 shares of the Company representing approximately 41.04% of the issued share capital of the Company) and indirectly holds 290,000,000 shares of the Company (representing approximately 9.03% of the issued share capital of the Company) through Golden Treasure Global Investment Limited.

On the basis that the issued share capital of the Company remains unchanged up to date of the AGM, in the event that the Repurchase Mandate is exercised in full, the attributable shareholding of Beglobal Investments Limited would be increased from 50.07% to 55.63% of the issued share capital of the Company. On the basis of the current shareholdings of the above Shareholders, an exercise of the Repurchase Mandate in full will not result in him/her/it becoming obliged to make a mandatory offer under Rule 26 or 32 of the Takeovers Code.

However, as at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any of the above Shareholder(s) or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate in full.

8. NO PURCHASES OF SHARES BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the previous six months preceding the Latest Practicable Date.

9. CONNECTED PERSON

No connected persons (as defined in the GEM Listing Rules) has notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

10. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2013		
July	0.158	0.133
August	0.176	0.138
September	0.195	0.168
October	0.240	0.180
November	0.255	0.202
December	0.360	0.250
2014		
January	0.510	0.290
February	0.560	0.405
March	0.620	0.360
April	0.425	0.300
May	0.400	0.330
June	0.375	0.320
July (up to the Latest Practicable Date)	0.425	0.345

Detail of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

(1) Mr. Chiau Sing Chi (“Mr. Chiau”)

Mr. Chiau, aged 52, has over 24 years of performance and management experience in the movie industry. Mr. Chiau has been a leading icon of the movie and entertainment industry in the Greater China Region for over 24 years, and had received numerous awards in the industry, including best supporting actor, best actor and best director awards presented by leading film academies.

Mr. Chiau did not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries. As at the Latest Practicable Date, save as Ms. Chow is Mr. Chiau’s sister Mr. Chiau does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Mr. Chiau entered into the Service Agreement with the Company and is subject to normal retirement and re-election by Shareholders pursuant to the Articles of Association. Pursuant to the Service Agreement, the Company issued the convertible bonds with an aggregate principal amount of HK\$45 million and granted 125,000,000 Options, which was lapsed on 1 October 2013, to Mr. Chiau. In addition, Mr. Chiau was granted 3,000,000 Options, 125,000,000 Options and 3,000,000 Options on 23 August 2012, 4 October 2013 and 17 April 2014 respectively. All those 131,000,000 Options were still outstanding as at the Latest Practicable Date.

Mr. Chiau may terminate the Service Agreement by serving on the Company six months advance notice in writing. Mr. Chiau does not have fixed monthly director’s fee but he is entitled discretionary performance based bonus, which is determined with reference to his responsibilities, the Company’s remuneration policy and the prevailing market conditions based on the Service Agreement. However, no discretionary bonus was paid to him since his appointment.

As at the Latest Practicable Date, Mr. Chiau is a discretionary object of a discretionary trust which indirectly own Beglobal Investments Limited, which, in turn, holds 1,608,484,963 Shares, and convertible bonds issued by the Company in the principal amount of HK\$45,000,000 entitling the holder thereof to convert the same into up to an aggregate of 330,882,352 Shares at the conversion price of HK\$0.136 per Share. Save as disclosed herein, Mr. Chiau does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong) of the Company.

(2) Ms. Chow Man Ki Kelly (“Ms. Chow”)

Ms. Chow, aged 55, was appointed as an executive Director and a member of remuneration committee of the Company. She has over 15 years’ ample experience in movie production and distribution as well as licensing businesses. She is currently directors of certain subsidiaries of the Company.

Ms. Chow is a sister of Mr. Chiau Sing Chi, an executive Director and a substantial shareholder of the Company.

As at the Latest Practicable Date, Ms. Chow has not held any other major appointment and professional qualification. She did not hold any directorship in other listed public companies in the last three years. Save as disclosed above, Ms. Chow does not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Chow is deemed to be interested in 1,608,484,963 shares of the Company through Beglobal Investments Limited, which is ultimately owned by SMP Trustees (Hong Kong) Limited of which she is one of the discretionary beneficiaries. Save as aforesaid, Ms. Chow does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO, Chapter 571 of the Laws of Hong Kong).

Pursuant to the appointment letter entered into between Ms. Chow and the Company dated 3 January 2014, Ms. Chow's appointment was effective from 6 January 2014 and she will not be appointed for a specific term but subject to retirement by rotation and re-election at the annual general meetings in accordance with the Articles of Association. Either the Company or Ms. Chow may terminate the appointment by serving not less than two months' notice in writing or paying to the other party two months' director's fee in lieu of notice. Ms. Chow was entitled to receive a fixed monthly director's fee of HK\$10,000 plus discretionary performance based bonus, which is determined with reference to her responsibilities, the Company's remuneration policy and the prevailing market conditions. Ms. Chow was granted 3,000,000 Options on 17 April 2014, which were still outstanding as at the Latest Practicable Date.

Save as disclosed above, Ms. Chow did not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries. As at the Latest Practicable Date, Ms. Chow does not have any relationship and material interest with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interest or short position in the shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong) of the Company.

(3) Mr. Lau Man Kit ("Mr. Lau")

Mr. Lau, aged 56, was appointed as an executive Director. He has over 35 years of extensive sales and marketing experience in various industries, including property management, computer technology systems and automobiles, and has a wide business network in China.

As at the Latest Practicable Date, Mr. Lau has not held any other major appointment and professional qualification. He did not hold any directorship in other listed public companies in the last three years. Mr. Lau does not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders of the Company. He does not hold any position with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Lau does not have any interest in shares and underlying shares of the Company within the meaning of Part XV of the SFO. Pursuant to the appointment letter entered into between Mr. Lau and the Company dated 3 January 2014, Mr. Lau's appointment was effective from 6 January 2014 and he was not appointed for a specific term but subject to retirement by rotation and re-election at the annual general meetings in accordance with the Articles of Association.

Either the Company or Mr. Lau may terminate the appointment by serving not less than two months' notice in writing or paying to the other party two months' director's fee in lieu of notice.

Mr. Lau was entitled to receive a fixed monthly director's fee of HK\$10,000 plus discretionary performance based bonus, which is determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions. Mr. Lau was granted 3,000,000 Options on 17 April 2014, which were still outstanding as at the Latest Practicable Date.

Save as disclosed above, Mr. Lau did not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries. As at the Latest Practicable Date, Mr. Lau does not have any relationship and material interest with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interest or short position in the shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong) of the Company.

(4) Mrs. Chin Chow Chung Hang, Roberta ("Mrs. Chin")

Mrs. Chin, aged 51, has worked in film production and distribution with the Golden Harvest Group. She holds a Bachelor of Arts Degree in English Literature from Dominican University of California, USA and a Master's Degree in Communication — Documentary Film from Stanford University, USA. Mrs. Chin has had more than 25 years' experience in the film production and distribution industry, and was interim chief executive officer in the JC Group.

Mrs. Chin has entered into a letter of appointment with the Company. Pursuant to her letter of appointment, Mrs. Chin's appointment shall continue unless terminated by not less than one month's notice in writing served by either party and is subject to normal retirement and re-election by the Shareholders pursuant to the Articles of Association. Mrs. Chin is entitled to receive a fixed director's emoluments of HK\$120,000 per annum which was determined by the Board with reference to her experience, duties and responsibilities. Her director's fee will be reviewed and determined by the Board annually with the authorization granted by the Shareholders at an annual general meeting of the Company and taking reference to her duties and responsibilities with the Company, the Company's performance and the prevailing market situation. Mrs. Chin was granted 3,000,000 Options on each of 23 August 2012 and 17 April 2014, which were outstanding as at the Latest Practicable Date.

Save as disclosed above, Mrs. Chin did not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries. As at the Latest Practicable Date, Mrs. Chin does not have any relationship and material interest with

any directors, senior management or substantial or controlling shareholders of the Company and does not have any interest or short position in the shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong) of the Company.

(5) Mrs. Chen Chou Mei Mei, Vivien (“Mrs. Chen”)

Mrs. Chen, aged 65, was appointed as an independent non-executive Director since 9 October 2009, and is currently members of the audit remuneration, nomination and remuneration committees of the Company. Mrs. Chen graduated with a Bachelor of Arts degree from the University of Colorado in the US and has over 30 years’ experience in investments, in particular, property related investments. Mrs. Chen has been appointed as an executive director of Winsor Properties Holdings Limited (currently known as Vanke Property (Overseas) Limited, Stock code: 1036) until 1 September 2012 and is currently non-executive director of Agritrade Resources Limited (Stock code: 1131) and Wing Tai Properties Limited (Stock code: 369).

Mrs. Chen has entered into a letter of appointment with the Company. Pursuant to her letter of appointment, Mrs. Chen’s appointment shall continue unless terminated by not less than one month’s notice in writing served by either party and is subject to normal retirement and re-election by Shareholders pursuant to the Articles of Association. Mrs. Chen is entitled to receive a fixed director’s emoluments of HK\$120,000 per annum which was determined by the Board with reference to her experience, duties and responsibilities. Mrs. Chen was granted 250,000 Options and 3,000,000 Options on 23 August 2012 and 17 April 2014 respectively. All those 3,250,000 Options were still outstanding as at the Latest Practicable Date.

Save as disclosed above, Mrs. Chen did not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries. As at the Latest Practicable Date, save as disclosed herein, Mrs. Chen does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mrs. Chen has deemed interests of 2,750,000 Shares, representing approximately 0.09% of the entire issued share capital of the Company.

Save as disclosed above, Mrs. Chen did not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries. As at the Latest Practicable Date, Mrs. Chen does not have any relationship and material interest with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interest or short position in the shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong) of the Company.

Save as disclosed above, each of Mr. Chiau Sing Chi, Ms. Chow Man Ki Kelly, Mr. Lau Man Kit, Mrs. Chin Chow Chung Hang, Roberta and Mrs. Chen Chou Mei Mei, Vivien does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Each of Mr. Chiau Sing Chi, Ms. Chow Man Ki Kelly, Mr. Lau Man Kit, Mrs. Chin Chow Chung Hang, Roberta and Mrs. Chen Chou Mei

Mei, Vivien has not held any directorship in other public companies in the last three years nor was there any other information relating to Mr. Chiau Sing Chi, Ms. Chow Man Ki Kelly, Mr. Lau Man Kit, Mrs. Chin Chow Chung Hang, Roberta and Mrs. Chen Chou Mei Mei, Vivien that was required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders.



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Bingo Group Holdings Limited (the “**Company**”) will be held at Conference Room, 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 15 August 2014 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 March 2014;
2.
 - (a) to re-elect Mr. Chiau Sing Chi as executive Director;
 - (b) to re-elect Ms. Chow Man Ki Kelly as executive Director;
 - (c) to re-elect Mr. Lau Man Kit as executive Director;
 - (d) to re-elect Mrs. Chin Chow Chung Hang Roberta as non-executive Director;
 - (e) to re-elect Mrs. Chen Chou Mei Mei Vivien as independent non-executive Director; and
 - (f) to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint Cheng & Cheng Limited, Certified Public Accountants as the auditors of the Company and to authorise the board of Directors to fix their remuneration;

NOTICE OF AGM

and, as special business, consider and, if thought fit, pass the following resolutions as ordinary resolutions:

4. **“THAT**

- (a) subject to paragraph (c) below, pursuant to the Rules (the **“GEM Listing Rules”**) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the **“Shares”**) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF AGM

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association (the **“Articles”**) of the Company, the Companies Law (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. To, as special business, consider and, if thought fit, pass the following resolutions as ordinary resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:
- “**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”
7. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:
- “**THAT** subject to the Stock Exchange granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of options which may be granted under the Scheme Mandate Limit (as defined below) and pursuant to the share option scheme of the Company adopted on 15 August 2012 (the “**Share Option Scheme**”), approval be and is hereby generally and unconditionally granted for refreshing and renewing the Scheme Mandate Limit (as defined below) under the Share Option Scheme provided that (i) the total number of Shares which may be allotted and issued upon the exercise of the options to be granted under the Share Option Scheme and other share option schemes of the Company shall not exceed 10 per cent. of the total number of Shares in issue as at the date of the passing of this resolution (the “**Scheme Mandate Limit**”); and (ii) the overall limit on the number of Shares which may be issued upon the exercise of all options to be granted and yet to be exercised under the Share Option Scheme and other share option schemes of the Company must not exceed 30 per cent. of the Shares in issue from time to time and that the Directors be and are hereby authorized, at their absolute discretion, to grant options under the Share Option Scheme up to the Scheme Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with the shares of the Company pursuant to the exercise of such options.”

NOTICE OF AGM

SPECIAL RESOLUTION

and, as special business, consider and, if thought fit, passing the following resolution as special resolution:

8. **“THAT**

- (a) the existing articles of association of the Company be and are hereby amended as follows:

- (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.”;
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- (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.”

- (b) the amended and restated articles of association which consolidates all of the proposed amendments referred to in sub-paragraph (a) of this resolution and all previous amendments made pursuant to resolutions passed by the shareholders of the Company, a copy of which has been tabled at the meeting marked “A” and initialled by the chairman of the meeting for identification purpose, be and is hereby approved and adopted as the amended and restated articles of association of the Company in substitution for and to the exclusion of the existing articles of association with immediate effect.

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- (c) any Director or the company secretary of the Company be and is hereby authorised to make all relevant registrations and filings in connection with sub paragraphs (a) and (b) of this resolution in accordance with the applicable laws and regulations of the Cayman Islands and Hong Kong.”

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

Hong Kong, 17 July 2014

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Room 102–104, 1st Floor
Sea Bird House
22–28 Wyndham Street
Central, Hong Kong

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or, if he is a holder of more than one share, more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the annual general meeting is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish and in such event, the proxy shall be deemed to be revoked.
3. In the case of joint holders of shares, any one of such holders may vote at the annual general meeting, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the annual general meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holder.
4. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the granting to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.

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5. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.