



## 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)

### PROXY FORM

Form of proxy for use by shareholders at the annual general meeting (the “Meeting”) to be convened at Conference Room, 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 15 August 2014 at 3:00 p.m.

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ <sup>(note b)</sup> shares  
of HK\$0.04 each of Bingo Group Holdings Limited (the “Company”) hereby appoint the Chairman of the Meeting or \_\_\_\_\_

of \_\_\_\_\_  
to act as my/our proxy <sup>(note c)</sup> at the Meeting 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. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll <sup>(note d)</sup>.

ORDINARY RESOLUTIONS		FOR	AGAINST
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.		
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.		
4.	to grant the general mandate to the Directors to issue, allot and otherwise deal with the shares (the “Shares”) of the Company.		
5.	to grant the general mandate to the Directors to repurchase the Shares.		
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.		
7.	to approve the refreshment of the share option scheme mandate limit.		
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.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2014

Shareholder’s signature \_\_\_\_\_ <sup>(notes e, f, g and h)</sup>

Notes:

- a Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- b Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- d If you wish to vote for any of the resolutions set out above, please tick (“✓”) the box(es) marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the box(es) marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the Meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holders are present at the 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.
- f The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer, attorney or other person so authorised.
- g To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Hong Kong share registrar 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 of the Meeting or any adjourned Meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.