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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) AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
ADOPTION OF AMENDED
AND RESTATED ARTICLES OF ASSOCIATION; AND
(4) NOTICE OF AGM**

A notice convening the annual general meeting of the Company to be held at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 21 September 2017 at 11:00 a.m. is set out on pages 17 to 22 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, 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 Ltd., 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 annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting 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

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:

“AGM”	the annual general meeting of the Company to be convened and held at at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 21 September 2017 at 11:00 a.m. to consider and, if appropriate, to approve the ordinary resolutions contained in the notice of the AGM which are set out on pages 17 to 22 of this circular
“Articles of Association”	the Amended and Restated Articles of Associations of the Company adopted at a general meeting held on 15 August 2014, 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
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 June 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“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
“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
“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. Lau Man Kit

Registered office:

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

Non-executive Director:

Ms. Chin Chow Chung Hang Roberta

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

Independent non-executive Directors:

Ms. Choi Mei Ping
Mr. Tsoi Chiu Yuk
Mr. Ong King Keung

Units A&F, 10/F
Ho Lee Commercial Building
40 D'Aguilar Street
Central, Hong Kong

28 June 2017

To the Shareholders

Dear Sir or Madam,

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
ADOPTION OF AMENDED
AND RESTATED ARTICLES OF ASSOCIATION; AND
(4) 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 and (iii) the Amendments to the Articles of Association and Adoption of Amended and Restated Article of Association.

LETTER FROM THE BOARD

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; (iii) the Amendments to the Articles of Association and Adoption of Amended and Restated Article of Association and (iv) 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 3,421,538,679 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 684,307,735 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.

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 342,153,867 Shares.

LETTER FROM THE BOARD

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), Mr. Ong King Keung shall retire from office at the AGM; whereas in accordance with Article 84(1), Mr. Chiau Sing Chi, Mr. Chan Cheong Yee and Mrs. Chin Chow Chung Hang Roberta shall retire from office by rotation at the AGM. At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Chiau Sing Chi, Mr. Chan Cheong Yee, Mrs. Chin Chow Chung Hang Roberta and Mr. Ong King Keung 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.

LETTER FROM THE BOARD

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

At the AGM, a special resolution will be proposed to amend the Articles of Association to reflect the current corporate structure of the Company which is considered by the Directors to be effective without the position of a company chairman; 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.

The major proposed amendments include the following:

- (1) replacing the first two sentences in Article 63 with “The chairman of the Company, if there is one, shall preside as chairman at every general meeting. If the Company does not have a chairman or at any meeting the chairman, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act.”; and
- (2) deleting the words “a chairman,” from the first sentence in Article 124(1), and deleting Article 124(2) in its entirety and replacing it with “intentionally left blank”.

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.

AGM

A notice convening the AGM to be held at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 21 September 2017 at 11:00 a.m. is set out on pages 17 to 22 of this circular. 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 and (iii) the Amendments to the Articles of Association and Adoption of Amended and Restated Article of Association.

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.

LETTER FROM THE BOARD

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 and (iii) the Amendments to the Articles of Association and Adoption of Amended and Restated Article of Association 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.

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 3,421,538,679 Shares in issue as at the Latest Practicable Date, would result in 342,153,867 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 2017) 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	1,718,778,080 (L)	50.23%	55.82%
Chow Man Ki Kelly	1,608,484,963 (L)	47.01%	52.23%
Sinostar FE (PTC) Limited	1,608,484,963 (L)	47.01%	52.23%
Treasure Offshore Holdings Limited	1,608,484,963 (L)	47.01%	52.23%
Beglobal Investments Limited	1,608,484,963 (L)	47.01%	52.23%

(L) denotes long position

Note: Mr. Chiau Sing Chi and Ms. Chow Man Ki Kelly are the beneficiaries of a discretionary trust of which Sinostar FE (PTC) Limited (“**Sinostar**”) is the trustee.

Sinostar as the trustee of the discretionary trust is the sole shareholder of Treasure Offshore Holdings Limited, which is the sole shareholder of Beglobal Investments Limited.

Beglobal Investments Limited directly holds 1,318,484,963 Shares (representing approximately 38.53% of the issued share capital of the Company) and indirectly holds 290,000,000 Shares (representing approximately 8.48% of the issued share capital of the Company) through Golden Treasure Global Investment Limited.

In addition to the 1,318,484,963 Shares held by Beglobal Investments Limited and 290,000,000 Shares held by Golden Treasure Global Investment Limited, Mr. Chiau Sing Chi directly holds 110,294,117 Shares (representing approximately 3.22% 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/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>
2016		
June	0.205	0.170
July	0.190	0.143
August	0.160	0.143
September	0.154	0.137
October	0.164	0.140
November	0.159	0.134
December	0.184	0.146
2017		
January	0.181	0.158
February	0.169	0.129
March	0.140	0.119
April	0.126	0.096
May	0.105	0.079
June (up to the Latest Practicable Date)	0.088	0.069

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 55, has over 25 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 25 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 a service agreement (“**Old Service Agreement**”) with the Company, which was expired on 31 May 2015. Mr. Chiau then entered into a letter of appointment with the Company in May 2015 (“**Letter of Appointment**”) and is subject to normal retirement and re-election by Shareholders pursuant to the Articles of Association. Pursuant to the Old 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. Pursuant to that letter of appointment, Mr. Chiau is entitled to a director’s remuneration of HK\$1 per month. In addition, Mr. Chiau was granted 3,000,000 Options, 125,000,000 Options, 3,000,000 Options, 8,000,000 Options and 34,000,000 Options on 23 August 2012, 4 October 2013, 17 April 2014, 13 July 2015 and 3 March 2017 respectively. Save for 125,000,000 Options which were granted on 4 October 2013 and have been lapsed already, all those 48,000,000 Options were still outstanding as at the Latest Practicable Date.

Mr. Chiau may terminate the Letter of Appointment by serving on the Company one day advance notice in writing. Mr. Chiau has a fixed monthly director’s fee of HK\$1 as mentioned above, and 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 Letter of Appointment. 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\$30,000,000 entitling the holder thereof to convert the same into up to an aggregate of 220,588,235 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 SFO) of the Company.

Save as disclosed above, there was no other information relating to Mr. Chiau that was required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

(2) Mr. Chan Cheong Yee (“Mr. Chan”)

Mr. Chan, aged 53, joined the Group as an independent non-executive Director in August 2007 and then re-designated to an executive Director in September 2009. He is currently directors of certain subsidiaries of the Company. Mr. Chan is one of the responsible officers of China Everbright Securities (HK) Limited, and is currently a licensed person to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts), type 3 (leveraged foreign exchange trading) and type 9 (asset management) regulated activities under the SFO. Mr. Chan obtained a Bachelor of Science degree from the College of Business Administration of the University of South Florida in the United States of America. Mr. Chan is experienced in dealing in securities, fund management, corporate management, corporate finance and managing listed investment companies under Chapter 21 of the Rules Governing the Listing of Securities on the Stock Exchange.

Since June 2003, Mr. Chan joined China Innovation Investment Limited (stock code: 1217), an investment company listed on the Stock Exchange, as executive director. Mr. Chan was appointed as an independent non-executive director of Agritrade Resources Limited (stock code: 1131), a company listed on the Stock Exchange, in June 2010 and resigned in October 2015. Mr. Chan was appointed as an executive director of China Investment and Finance Group Limited (stock code: 1226), an investment company listed on the Stock Exchange, in March 2011. Mr. Chan was appointed as an executive director of China Investment Development Limited (stock code: 204), an investment company listed on the Stock Exchange, in May 2012. Mr. Chan was appointed as an executive director of Capital VC Limited (stock code: 2324), an investment company listed on the Stock Exchange, in November 2012. Mr. Chan was appointed as an executive director of Alpha Returns Group PLC, an investment company listed on AIM of London Stock Exchange, in May 2013. Mr. Chan was also appointed as an executive director of China New Economy Fund Limited (stock code: 80), an investment company listed on the Stock Exchange, in June 2013. Mr. Chan was appointed as an executive director of China Trends Holdings Limited (stock code: 8171), a company listed on GEM in February 2016.

Mr. Chan has entered into a letter of appointment with the Company. Pursuant to his letter of appointment, Mr. Chan’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 reelection by the Shareholders pursuant to the Articles of Association. Mr. Chan is entitled to receive a fixed director’s emoluments of HK\$180,000 per annum which was determined by the Board with reference to his experience, duties and responsibilities. His 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 his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

As at the Latest Practicable Date, Mr. Chan held 5,000 shares of the Company and 24,000,000 share options under the Share Option Scheme, within the meaning of Part XV of SFO. Save as disclosed herein, Mr. Chan does not have any interest in the shares of the Company within the meaning of Part XV of SFO.

Save as disclosed above, Mr. Chan does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Chan has not held any directorship in other public companies in the last three years nor was there any other information relating to Mr. Chan that was required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

(3) Mrs. Chin Chow Chung Hang, Roberta (“Mrs. Chin”)

Mrs. Chin, aged 54, 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, 17 April 2014, 13 July 2015 and 7 July 2016, 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 SFO) of the Company.

Save as disclosed above, there was no other information relating to Mrs. Chin that was required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

(4) Mr. Ong King Keung (“Mr. Ong”)

Mr. Ong, aged 41, is currently a director of a professional audit firm in Hong Kong. He is a member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He holds a bachelor’s degree in accountancy from The Hong Kong Polytechnic University and a master degree in corporate finance from the City University of Hong Kong. He has over 15 years of experience in auditing and accounting industry.

Mr. Ong has been an independent non-executive director of China Water Affairs Group Limited since March 2007, the shares of which are listed on the main board of the Stock Exchange (stock code: 855). Mr. Ong has also been an independent non-executive director of China Candy Holdings Limited since February 2016, the shares of which are listed on the GEM (stock code: 8182). In December 2014, Mr. Ong has been an independent non-executive director of Deson Construction International Holdings Limited (“**Deson**”), the shares of which are listed on the GEM (stock code: 8268), and then relocated to non-executive director of Deson since December 2015.

Subsequent to the appointment of an independent non-executive Director, Mr. Ong was appointed as an independent non-executive director of each of Koala Financial Group Limited (formerly “Sunrise (China) Technology Group Limited”) (stock code: 8226), the shares of which are listed on the GEM, in February 2017, Tech Pro Technology Development Limited (stock code: 3823), the shares of which are listed on the Stock Exchange, in March 2017 and Risecomm Group Holdings Limited (“**Risecomm**”) (stock code: 1679) in May 2017 and the shares of Risecomm are listed on the Stock Exchange in June 2017.

Mr. Ong was an independent non-executive director of China Environmental Energy Investment Limited, the shares of which are listed on the main board of the Stock Exchange (stock code: 986), during the period from March 2013 to August 2014. Save as disclosed above, as at the Latest Practicable Date, Mr. Ong 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. Ong 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. Ong does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Ong has entered into a letter of appointment with the Company. Pursuant to his letter of appointment, Mr. Ong is not appointed for a specific term but subject to retirement by rotation and re-election at the annual general meetings in accordance with the Company's articles of association. Either the Company or Mr. Ong may terminate the appointment by serving not less than one month's notice in writing or paying to the other party one month's director's fee in lieu of notice. Mr. Ong is 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.

Save as disclosed above, there was no other information relating to Mr. Ong that was required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.



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 Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 21 September 2017 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the transact following ordinary business with or without amendments as resolutions of the Company:

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 2017;
2.
 - (a) to re-elect, Mr. Chiau Sing Chi as executive Director;
 - (b) to re-elect Mr. Chan Cheong Yee as executive Director;
 - (c) to re-elect Mrs. Chin Chow Chung Hang Roberta as non-executive Director;
 - (d) to re-elect Mr. Ong King Keung as independent non-executive Director; and
 - (e) 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;

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

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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

- (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;

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“**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 resolution 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
- (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.”

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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.”

SPECIAL RESOLUTION

7. To, as special business, consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT**

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

- (i) by deleting the first two sentences in Article 63 and replacing them with the following:

“The chairman of the Company, if there is one, shall preside as chairman at every general meeting. If the Company does not have a chairman or at any meeting the chairman, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act.”, and

- (ii) by deleting the words “a chairman,” from the first sentence in Article 124(1), and deleting Article 124(2) in its entirety and replacing it with “intentionally left blank”,

- (b) the amended and restated articles of association which consolidates all of the proposed amendments referred to in sub-paragraph (a) of this resolution, 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, 28 June 2017

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:***

Units A&F, 10/F
Ho Lee Commercial Building
40 D'Aguilar 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 proxies 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 personally 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 personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
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.