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## **BINGO GROUP HOLDINGS LIMITED**

**比高集團控股有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 8220)**

### **(1) APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER; (2) DELAY IN DESPATCH OF CIRCULAR AND (3) FULFILLMENT OF A CONDITION PRECEDENT**

Reference is made to the announcement of the Company dated 4 October 2013 (the “**Announcement**”) in relation to, among others, the entering into of the Option Agreement between the Company and Mr. Chiau. Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Announcement.

#### **(1) APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

The Company is pleased to announce that Amasse Capital Limited has been appointed as the independent financial adviser (the “**Independent Financial Adviser**”) to advise the Independent Board Committee and the Independent Shareholders whether the terms of the Option Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Amasse Capital Limited is a licensed corporation licensed to carry on Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

#### **(2) DELAY IN DESPATCH OF CIRCULAR**

As disclosed in the Announcement, it was expected that the circular (the “**Circular**”) containing, among others, details of the Option Agreement, recommendation of the Independent Board Committee and advices of the Independent Financial Adviser and the notice of EGM would be despatched to the Shareholders on or before 31 October 2013.

As additional time is required for the Company to finalise certain information to be included in the Circular, it is expected that the despatch date of the Circular will be postponed to on or before 29 November 2013.

### **(3) FULFILLMENT OF A CONDITION PRECEDENT**

The Board is also pleased to announce that as at the date of this announcement, condition (d) of the Option Agreement as disclosed in the Announcement has been fulfilled. Shareholders and potential investors of the Company should note that Option Agreement remains subject to other conditions precedent, among others, the approvals of the Option Agreement and the transactions contemplated thereunder by the Independent Shareholders at the EGM. Accordingly, Completion of the Option Agreement may or may not occur. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 31 October 2013

*As at the date of this announcement, the Company's executive Directors are Mr. Chiau Sing Chi, Mr. Chan Cheong Yee and Mr. Chong Lee Chang, the Company's non-executive Director is Mrs. Chin Chow Chung Hang, Roberta, and the Company's independent non-executive Directors are Mrs. Chen Chou Mei Mei, Vivien, Mr. Chum Kwan Yue, Desmond and Mr. Wong Chak Keung.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on GEM website on the "Latest Company Announcements" page for at least 7 days from the date of its posting and the Company website at [www.bingogroup.com.hk](http://www.bingogroup.com.hk).*