

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer 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 other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



BINGO GROUP HOLDINGS LIMITED

比高集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8220)

**PROPOSED CAPITAL REORGANISATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary 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 Tuesday, 12 February 2019 at 11:30 a.m. is set out on pages 17 to 19 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy to the Company’s share registrar, 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 extraordinary general meeting of the Company or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the extraordinary general meeting of the Company or any adjourned meeting thereof should you so wish.

16 January 2019

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher 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 that the companies listed on GEM are generally small and mid-sized companies, 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.

CONTENTS

	<i>Page</i>
Definitions	1
Expected timetable	4
Letter from the Board	6
Notice of EGM	17

DEFINITIONS

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

“Board”	the board of Directors
“Business Day”	any day (other than a Saturday or Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong
“Capital Reduction”	the proposed reduction in the issued share capital of the Company whereby the par value of each Consolidated Share will be reduced from HK\$0.16 to HK\$0.01 by cancelling HK\$0.15 of the paid-up capital on each Consolidated Share and elimination of any fraction of a Consolidated Share in the issued share capital of the Company arising from the Share Consolidation in order to round down the total number of Consolidated Shares to a whole number
“Capital Reorganisation”	the proposed reorganisation of the share capital of the Company consisting of (i) the Share Consolidation, (ii) the Capital Reduction and (iii) the Subdivision
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Companies Law”	the Company Law Cap. 22 (Law 3 of 1961), of the Cayman Islands as consolidated and revised
“Company”	Bingo Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM
“Consolidated Share(s)”	ordinary share(s) of HK\$0.16 each in the share capital of the Company immediately upon the Share Consolidation becoming effective
“Court”	The Grand Court of the Cayman Islands
“Director(s)”	the director(s) of the Company

DEFINITIONS

“EGM”	the extraordinary general meeting of the Company to be convened and held to consider and, if thought fit, approve the Capital Reorganisation
“Existing Share(s)”	ordinary Share(s) with a par value of HK\$0.04 each in the existing share capital of the Company before the Capital Reorganisation becomes effective
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“New Shares”	shares of HK\$0.01 each in the share capital of the Company immediately upon the Capital Reorganisation becoming effective
“Latest Practicable Date”	11 January 2019, 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)”	the options granted or proposed to be granted by the Company to the grantees under the Share Option Scheme to subscribe for Shares
“Share Consolidation”	the proposed consolidation of every four (4) Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 15 August 2012
“Shareholder(s)”	holder(s) of the Existing Share(s) or the New Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Subdivision”	the proposed subdivision of each authorised but unissued Consolidated Share of HK\$0.16 each (which shall include the authorised but unissued share capital resulting from the Capital Reduction) into sixteen (16) New Shares of HK\$0.01 each
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

EXPECTED TIMETABLE

The expected timetable for the Capital Reorganisation is set out below. The expected timetable is subject to the results of the EGM and the approval from the Court and is therefore for indicative purpose only. Any further changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Despatch of this circular and proxy form for the EGM..... Wednesday, 16 January 2019

Latest time for lodging transfer of Shares in order to
qualify for attendance and voting at the EGM 4:30 p.m. on Thursday,
31 January 2019

Register of members closes (both days inclusive) Friday, 1 February 2019 to
Tuesday, 12 February 2019

Latest time for lodging the form of proxy for the EGM 11:30 a.m. on Sunday,
10 February 2019

Record date for attendance and voting at the EGM..... Tuesday, 12 February 2019

EGM 11:30 a.m. on Tuesday,
12 February 2019

Announcement of voting results of the EGM Tuesday, 12 February 2019

The following events are conditional on the results of the EGM and the approval from the Court and therefore the dates are tentative:

Effective date of the Capital Reorganisation Thursday, 25 April 2019

First day of free exchange of existing share
certificates for new share certificates..... Thursday, 25 April 2019

Commencement of dealings in the New Shares 9:00 a.m. on Thursday,
25 April 2019

Original counter for trading in Existing Shares in board
lots of 20,000 Existing Shares (in the form of existing
share certificates) temporarily closes 9:00 a.m. on Thursday,
25 April 2019

Temporary counter for trading in New Shares in board
lots of 5,000 New Shares (in the form of existing
share certificates) opens 9:00 a.m. on Thursday,
25 April 2019

EXPECTED TIMETABLE

Original counter for trading in New Shares in board lot of 20,000 New Shares (in the form of new share certificates) re-opens	9:00 a.m. on Friday, 10 May 2019
Parallel trading in the Existing Shares and New Shares (in the form of existing share certificates and new share certificates) commences.....	9:00 a.m. on Friday, 10 May 2019
Designated broker starts to stand in the market to provide matching services for odd lots of New Shares	9:00 a.m. on Friday, 10 May 2019
Temporary counter for trading in New Shares in board lot of 5,000 New Shares (in the form of existing share certificates) closes.....	4:00 p.m. on Friday, 31 May 2019
Parallel trading in the Existing Shares and New Shares (in the form of new share certificates and existing share certificates) ends	4:00 p.m. on Friday, 31 May 2019
Designated broker ceases to stand in the market to provide matching services for odd lots of New Shares	4:00 p.m. on Friday, 31 May 2019
Latest time for free exchange of existing share certificates for new share certificates.....	Tuesday, 4 June 2019



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. Lau Man Kit

Non-executive Director:

Mrs. Chin Chow Chung Hang Roberta

Independent non-executive Directors:

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

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

16 January 2019

To the Shareholders

Dear Sir/Madam,

**PROPOSED CAPITAL REORGANISATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to (i) the announcement of the Company dated 3 January 2019 in relation to the proposed Capital Reorganisation; (ii) the announcement of the Company dated 7 January 2019 in relation to the delay in despatch of the circular and (iii) the announcement of the Company dated 11 January 2019 in relation to the revised timetable.

The purpose of this circular is to provide you with the information relating to the special resolution to be proposed at the EGM for the proposed Capital Reorganisation and to give you the notice of EGM in order to enable you to make an informed decision on whether to vote for or against the special resolution to be proposed.

LETTER FROM THE BOARD

PROPOSED CAPITAL REORGANISATION

The Company proposes to effect a Capital Reorganisation which involves:

- (i) the Share Consolidation of every four (4) Existing Shares of HK\$0.04 each into one (1) Consolidated Share of HK\$0.16;
- (ii) the reduction of the issued share capital of the Company through (a) elimination of any fraction of a Consolidated Share in the issued share capital of the Company arising from the Share Consolidation in order to round down the total number of Consolidated Shares to a whole number; and (b) a cancellation of the paid-up capital of the Company to the extent of HK\$0.15 on each issued Consolidated Share so that the nominal value of each issued Consolidated Share will be reduced from HK\$0.16 to HK\$0.01;
- (iii) the Subdivision of each authorised but unissued Consolidated Share of HK\$0.16 each (which shall include the authorised but unissued share capital resulting from the Capital Reduction) into sixteen (16) New Shares of HK\$0.01 each; and
- (iv) a transfer of the credit arising from the Capital Reduction to a distributable reserve account of the Company.

Effects of the Capital Reorganisation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$200,000,000 divided into 5,000,000,000 Existing Shares of HK\$0.04 each, of which 3,421,538,679 Existing Shares have been allotted and issued as fully paid or credited as fully paid.

Upon the Capital Reorganisation becoming effective and assuming no further Shares will be issued or repurchased between the Latest Practicable Date and the effective date of the Capital Reorganisation, the authorised share capital of the Company will become HK\$200,000,000 divided into 20,000,000,000 New Shares of HK\$0.01 each while the issued share capital of the Company will become HK\$8,553,846.69 divided into 855,384,669 New Shares of HK\$0.01 each.

Fractional New Shares to which an individual Shareholder is entitled will not be issued to the individual Shareholders but will be aggregated, sold and retained for the benefit of the Company.

Other than the expenses incurred in relation to the Capital Reorganisation, the implementation thereof will not, in itself, alter the underlying assets, business operations, management or financial position of the Group or the proportionate interests or rights of the Shareholders, save that any fractional New Shares will not be allocated to individual Shareholders but will be aggregated, and sold if a premium (net of expenses) can be obtained, and such premium will be retained for the benefit of the Company. The Capital Reorganisation itself will not have any material adverse effect on the financial position of the Group.

LETTER FROM THE BOARD

Conditions of the Capital Reorganisation

The Capital Reorganisation is conditional upon the following conditions being fulfilled:

- (a) the passing of the necessary resolution(s) by the Shareholders at the EGM to approve, among others, the Capital Reorganisation consisting of the Share Consolidation, the Capital Reduction and the Subdivision;
- (b) approval of the Capital Reduction by the Court;
- (c) compliance with any conditions which the Court may impose in relation to the Capital Reduction;
- (d) registration by the Registrar of Companies of the Cayman Islands of a copy of the order of the Court confirming the Capital Reduction and the minutes approved by the Court containing the particulars required under the Companies Law with respect to the Capital Reduction;
- (e) the Stock Exchange granting the listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation; and
- (f) compliance with the relevant procedures and requirements under the Cayman Islands law and the GEM Listing Rules to effect the Capital Reorganisation.

The Capital Reorganisation will become effective when the conditions mentioned above are fulfilled. Upon the approval by the Shareholders of the Capital Reorganisation at the EGM, the special legal counsel to the Company as to Cayman Islands law will apply to the Court for hearing date(s) to confirm the Capital Reduction and a further announcement will be made by the Company as soon as practicable after the Court hearing date(s) is confirmed.

Listing Application

Application will be made to the Stock Exchange for the granting of the listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation. The New Shares will be identical in all respects and rank pari passu with each other in all respects, including the rights as to dividends, voting and return of capital.

CCASS eligibility

Subject to the granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS in the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

LETTER FROM THE BOARD

Board lot size

The Existing Shares are currently traded on the Stock Exchange in board lot of 20,000 Existing Shares. Upon the Capital Reorganisation becoming effective, the board lot size for trading in the New Shares will remain as 20,000 New Shares.

Based on the closing price of HK\$0.041 per Existing Share (equivalent to the theoretical closing price of HK\$0.164 per New Share) as at the Latest Practicable Date, the value of each board lot of the Existing Shares is HK\$820 and the theoretical market value of each board lot of the New Shares, assuming the Capital Reorganisation had become effective, would be HK\$3,280.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots of the New Shares arising from the Capital Reorganisation (if any), the Company has appointed Head & Shoulders Securities Limited as agent to provide matching service, on a best efforts basis, to those Shareholders who wish to top up or sell their holding of odd lots of the New Shares. Shareholders who wish to take advantage of this facility should contact Mr. Andrew Chan of Head & Shoulders Securities Limited at Room 2511, 25/F, Cosco Tower, 183 Queen's Road Central, Hong Kong or at telephone number (852) 3103 8312 from 9:00 a.m. on Friday, 10 May 2019 to 4:00 p.m. on Friday, 31 May 2019. Holders of odd lots of the New Shares should note that the matching of the sale and purchase of odd lots of the New Shares is not guaranteed.

Free exchange of certificates for the New Shares and trading arrangements

Subject to the Capital Reorganisation becoming effective, the Shareholders may, during the period between Thursday, 25 April 2019 and Tuesday, 4 June 2019 as specified in the section headed "Expected Timetable" below, submit their existing certificates in purple colour for the Existing Shares held by them to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, in exchange for new certificates for the New Shares in yellow colour at the expense of the Company. Thereafter, share certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each certificate for the New Shares issued or each share certificate for the Existing Shares submitted for cancellation, whichever the number of certificates involved is higher.

Certificates for the Existing Shares in purple colour will continue to be good evidence of legal title on the basis of every four (4) issued Existing Shares for one (1) New Share and may be exchanged for certificates of the New Shares at any time. Nevertheless, they will not be acceptable for trading, settlement and registration purpose after the Capital Reorganisation becomes effective except in a temporary counter after the commencement of dealings in the New Shares until parallel trading ends.

LETTER FROM THE BOARD

Adjustments in relation to other securities of the Company

Share Options

As at the Latest Practicable Date, the Company has outstanding 571,800,000 Options entitling the holders thereof to subscribe for a total of 571,800,000 Existing Shares.

Convertible bonds

As at the Latest Practicable Date, the Company has convertible bonds with outstanding principal amount of HK\$30,000,000 which is convertible into 220,588,235 Existing Shares upon conversion in full.

Save for the aforesaid, as at the Latest Practicable Date, the Company has no other outstanding options, warrants or securities in issue which are convertible or exchangeable into the Shares.

LETTER FROM THE BOARD

Pursuant to the Share Option Scheme and the terms and conditions of the convertible bonds, the conversion price and the number of conversion share upon conversion of the convertible bonds and the exercise prices and the number of option shares upon exercise of the outstanding Options will be adjusted respectively as a result of the Capital Reorganisation. Subject to the confirmation of the Company's auditor, details of the relevant adjustments are set out below:

	Before Capital Reorganisation becoming effective		After Capital Reorganisation becoming effective	
	Exercise price per Share	Number of option shares (in Existing Shares of HK\$0.04 each)	Exercise price per Share	Number of option shares (in New Shares of HK\$0.01 each)
Options granted on 17 April 2014	HK\$0.364	285,800,000	HK\$1.456	71,450,000
Options granted on 13 July 2015	HK\$0.235	24,000,000	HK\$0.940	6,000,000
Options granted on 7 July 2016	HK\$0.180	48,000,000	HK\$0.720	12,000,000
Options granted on 3 March 2017	HK\$0.135	34,000,000	HK\$0.540	8,500,000
Options granted on 17 September 2018	HK\$0.042	180,000,000	HK\$0.168	45,000,000
	Conversion price per Share	Number of conversion shares (in Existing Shares of HK\$0.04 each)	Conversion price per Share	Number of conversion shares (in New Shares of HK\$0.01 each)
Convertible bonds	HK\$0.136	220,588,235	HK\$0.544	55,147,058

LETTER FROM THE BOARD

REASONS FOR THE CAPITAL REORGANISATION

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. In view of the recent trading price of the Existing Shares, the Directors consider that the Share Consolidation will enable the Company to comply with the trading requirements under the GEM Listing Rules. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 3 July 2018 has further stated that (i) market price of the Shares at a level less than HK\$0.1 will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

Based on the closing price of HK\$0.041 per Share as at the Latest Practicable Date, the value of each board lot of 20,000 Existing Shares was HK\$820. It is expected that the Share Consolidation would bring about a corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange. The Share Consolidation will reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction costs for each securities trade. The Board considers that the Share Consolidation would maintain the trading amount for each board lot at a reasonable level in order to attract more investors.

Under the laws of the Cayman Islands, a company may not issue shares at a discount to the nominal value of such shares. Immediately after completion of the Share Consolidation but before implementation of the Capital Reduction and Subdivision, the nominal value of the Consolidated Shares will be HK\$0.16 per Consolidated Share. The Capital Reduction and the Subdivision will keep the nominal value of the New Shares at a lower level of HK\$0.01 per New Share, which allows greater flexibility in the pricing for any issue of new Shares in the future. The credit in the distributable reserve account arising from the Capital Reduction will enable the Company to set off its accumulated loss and may be applied in future for distribution to the Shareholders or in any manner permitted by the laws of the Cayman Islands and the articles of association of the Company.

LETTER FROM THE BOARD

Assuming no further Existing Shares will be issued or repurchased prior to the effective date of the Capital Reorganisation, the effect of the Capital Reorganisation on the share capital structure of the Company is summarised below:

	As at the Latest Practicable Date	Immediately upon the Capital Reorganisation becoming effective
Nominal value per Share	HK\$0.04 per Existing Share (equivalent to HK\$0.16 per Consolidated Share)	HK\$0.01 per New Share
Authorised share capital	HK\$200,000,000 divided into 5,000,000,000 Existing Shares	HK\$200,000,000 divided into 20,000,000,000 New Shares
Number of issued Shares of the Company	3,421,538,679 Existing Shares	855,384,669 New Shares
Number of authorised but unissued Shares of the Company	1,578,461,321 Existing Shares	19,144,615,331 New Shares

Based on the 3,421,538,679 Existing Shares in issue as at the Latest Practicable Date and assuming no further Existing Shares issued or repurchased prior to the effective date of the Capital Reorganisation, a credit amounting to approximately HK\$128,307,700 will arise as a result of the Capital Reduction. It is proposed that the credit arising from the Capital Reduction will be credited to the distributable reserve account of the Company, which will be utilized by the Company in such manner as the Board may deem fit under the applicable laws and the articles of association of the Company.

The Board believes that the Capital Reorganisation will provide greater flexibility to the Company in pricing future equity fund raising exercise.

As at the Latest Practicable Date, the Company has no current plan of equity fund raising exercise, and has not entered into and is not under any negotiation to enter into, any agreement to conduct equity fund raising exercise.

LETTER FROM THE BOARD

The Company has considered other alternatives and takes the view that the proposed corporate action (including the Capital Reorganisation) is the best available alternative to achieve the aforesaid benefits. Set out below is the comparison of the advantages and disadvantages of the other different alternatives:

1. Simple change of board lot size without Capital Reorganisation

Advantages

- No shareholders' approval is needed and no general meeting is required to be held.
- A relatively simple way to meet the requirement that the expected value per board lot should be greater than HK\$2,000.

Disadvantages

- Shareholders have no flexibility to approve such corporate action.
- The nominal value per Share remains unchanged.
- The theoretical market price per Share remains unchanged.
- Odd lots will be created.

2. Simple Share Consolidation without Capital Reduction

Advantages

- Shareholders have the right to approve the corporate action.
- A relatively simple way to meet the requirement that the expected value per board lot should be greater than HK\$2,000.
- The theoretical market price per Share will increase.

Disadvantages

- The nominal value per Share will increase.
- Odd lots will be created.

3. Simple Capital Reduction without Share Consolidation

Advantages

- Shareholders have the right to approve the corporate action.
- The nominal value per Share will decrease and thus enhance the flexibility of future fund raising.

LETTER FROM THE BOARD

- No odd lots will be created in the event that there will be no change of board lot size.

Disadvantages

- The theoretical market price per Share will remain unchanged and thus may not meet Rule 17.76 of the GEM Listing Rules.
- Odd lots will yet be created in the event that there will be change in board lot size in association with the corporate action.
- Without any change of board lot size, the requirement that the expected value per board lot should be greater than HK\$2,000 cannot be met.

Accordingly, the Board is of the view that the Capital Reorganisation is beneficial to the Company and the Shareholders as a whole.

EGM

A notice convening the EGM to be held at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Tuesday, 12 February 2019 at 11:30 a.m. at which the special resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the proposed Capital Reorganisation is set out on pages 17 to 19 of this circular.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders have a material interest in the Capital Reorganisation and no Shareholders are required to abstain from voting at the EGM.

Whether or not you intend to attend the EGM, you are requested to complete and return the form of proxy accompanying this circular in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

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 that the Capital Reorganisation is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the special resolution at the EGM.

Yours faithfully
For and on behalf of the Board
Bingo Group Holdings Limited
Lau Man Kit
Executive Director



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 IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Bingo Group Holdings Limited (the “**Company**”) will be held at 11:30 a.m. on Tuesday, 12 February 2019 at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT**, subject to and conditional upon (i) the approval of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands (the “**Court**”); (ii) the compliance with any conditions which the Court may impose in relation to the Capital Reduction (as defined below); (iii) the registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction (as defined below) and the minutes approved by the Court containing the particulars required under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands with respect to the Capital Reduction (as defined below); and (iv) The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation (as defined below), with effect from the date on which the aforesaid conditions are fulfilled:

- (a) every four (4) ordinary shares of par value HK\$0.04 each in the existing capital of the Company be consolidated into one (1) ordinary share of par value HK\$0.16 each in the share capital of the Company (each a “**Consolidated Share**”) (the “**Share Consolidation**”);
- (b) the issued and paid-up share capital of the Company be reduced (the “**Capital Reduction**”) through (i) elimination of any fraction of a Consolidated Share in the issued share capital of the Company arising from the Share Consolidation in order to round down the total number of Consolidated Shares to a whole number; and (ii) cancellation of the paid-up capital of the Company to the extent of HK\$0.15 on each of the issued Consolidated Shares so that following the Capital Reduction each such issued Consolidated Shares with a par value of HK\$0.16 shall be treated as one fully paid-up share with a par value of HK\$0.01 (each a “**New Share**”) in the share capital of the Company and any liability of the holders of such shares to make any

NOTICE OF EGM

further contribution to the capital of the Company on each such share shall be treated as satisfied and that the amount of issued capital thereby cancelled be made available for issue of new shares of the Company;

- (c) immediately following the Capital Reduction becoming effective, each authorised but unissued Consolidated Share of HK\$0.16 (which shall include the authorised but unissued share capital resulting from Capital Reduction) be subdivided into sixteen (16) New Shares of HK\$0.01 each (the “**Subdivision**”, together with the Share Consolidation and Capital Reduction, the “**Capital Reorganisation**”);
- (d) the credit arising from the Capital Reduction be transferred to a distributable reserve account of the Company and the directors of the Company (the “**Directors**”) be authorised to apply the distributable reserve in such manner as they consider appropriate;
- (e) each of the New Shares resulting from the Capital Reorganisation shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the Company’s memorandum and articles of association; and
- (f) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reorganisation and of administrative nature, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Capital Reorganisation.”

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

Hong Kong, 16 January 2019

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

NOTICE OF EGM

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy needs not be a member of the Company.
2. To be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, 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 Meeting or any adjournment thereof.
3. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior 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 holding.
4. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

As at the date of this notice, the executive Directors are Mr. Chiau Sing Chi, Ms. Chow Man Ki Kelly and Mr. Lau Man Kit; the non-executive Director is Mrs. Chin Chow Chung Hang Roberta; and the independent non-executive Directors are Ms. Choi Mei Ping, Mr. Tsoi Chiu Yuk and Mr. Ong King Keung.