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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)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING; AND RETIREMENT OF DIRECTORS AND CHANGES IN BOARD COMMITTEES**

#### **POLL RESULTS OF THE AGM**

The Board hereby announces that at the AGM held on Monday, 14 September 2015, all of the proposed ordinary resolutions as set out in the notice of the AGM were duly passed by the Shareholders by way of poll at the AGM.

#### **RETIREMENT OF DIRECTORS AND CHANGES IN BOARD COMMITTEE**

Following the cessation of Mr. Chong Lee Chang as the chairman and a member of the Nomination Committee upon his retirement as an executive Director at conclusion of the AGM, as detailed in the Company's announcement dated 30 June 2015, Ms. Chow Man Ki Kelly, an executive Director, was appointed as the chairman and a member of the Nomination Committee.

The Board also announces that Mr. Chum Kwan Yue Desmond retired as an independent non-executive Director and ceased to be a member of each of the Remuneration Committee, the Audit Committee and the Nomination Committee with effect from the conclusion of the AGM.

Reference is made to the circular (the "**Circular**") of Bingo Group Holdings Limited (the "**Company**") dated 7 August 2015. Unless otherwise defined, terms used herein shall have the same meaning as in the Circular.

## POLL RESULTS OF THE AGM

The Board is pleased to announce that at the AGM held on Monday, 14 September 2015 at about 11:00 a.m., all the proposed ordinary resolutions as set out in the notice of the AGM were duly passed by the Shareholders by way of poll.

The Company's Hong Kong branch share registrar, Tricor Tengis Limited, was appointed as the scrutineer for the vote-taking at the AGM.

The poll results in respect of the resolutions passed at the AGM are as follows:

ORDINARY RESOLUTIONS		FOR	AGAINST
		<i>Number of Shares (%)</i>	<i>Number of Shares (%)</i>
1.	to receive and approve the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2015.	1,871,877,853 (100%)	0 (0%)
2.	(a) to re-elect Mr. Chan Cheong Yee as executive Director;	1,871,877,853 (100%)	0 (0%)
	(c) to re-elect Ms. Choi Mei Ping as independent non-executive Director; and	1,871,877,853 (100%)	0 (0%)
	(d) to authorize the Board to fix the Directors' remuneration.	1,871,877,853 (100%)	0 (0%)
3.	to re-appoint Cheng & Cheng Limited, Certified Public Accountants as the auditors of the Company and to authorise the Board to fix their remuneration.	1,871,877,853 (100%)	0 (0%)
4.	to grant a general mandate to the Directors to issue, allot and otherwise deal with the Shares.	1,871,877,853 (100%)	0 (0%)
5.	to grant a general mandate to the Directors to repurchase the Shares.	1,871,877,853 (100%)	0 (0%)
6.	to extend the general mandate granted to the Directors to allot, issue and deal with additional Shares by addition of the nominal amount of the Shares repurchased.	1,871,877,853 (100%)	0 (0%)
7.	to approve the refreshment of the share option scheme mandate limit.	1,871,877,853 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions, resolutions no. 1 to 7 were duly passed as ordinary resolutions of the Company.

As at the date of the AGM, the total number of issued Shares was 3,421,538,679 Shares, all the holders of which were entitled to attend and vote for or against the ordinary resolutions proposed at the AGM. There was no Share entitling any Shareholder to attend and vote only against any of the resolutions proposed at the AGM. No Shareholder was required to abstain from voting on any of the ordinary resolutions at the AGM. There were no restrictions on any Shareholders casting any vote on any of the resolutions proposed at the AGM.

## **RETIREMENT OF DIRECTORS AND CHANGES IN BOARD COMMITTEES**

Following the cessation of Mr. Chong Lee Chang as the chairman and a member of the Company's nomination committee (the "**Nomination Committee**") of the Board upon his retirement as an executive Director at conclusion of the AGM, as detailed in the Company's announcement dated 30 June 2015, Ms. Chow Man Ki Kelly has been appointed as the chairman and a member of the Nomination Committee.

The Board also announces that Mr. Chum Kwan Yue Desmond ("**Mr. Chum**") retired as an independent non-executive Director and ceased to be a member of each of the remuneration committee (the "**Remuneration Committee**"), the audit committee (the "**Audit Committee**") and the Nomination Committee of the Board with effect from the conclusion of the AGM.

Mr. Chum decided not to stand for re-election as an independent non-executive Director at the AGM due to his other business commitments. Mr. Chum has confirmed that he has no disagreement with the Board and is not aware of any matter in connection with his retirement that needs to be brought to the attention of the Shareholders.

Following the retirement of Mr. Chum, the Company has two independent non-executive Directors and Audit Committee members. As such, the number of independent non-executive Directors falls below the minimum number as required under Rule 5.05(1) of the GEM Listing Rules and the number of the Audit Committee members also falls below the minimum number as required under Rule 5.28 of the GEM Listing Rules. Further, the number of independent non-executive Directors falls below one-third of the Board members as required under 5.05A of the GEM Listing Rules. The Company is identifying a right candidate to fill the vacancy of independent non-executive Director resulting from the retirement of Mr. Chum as soon as practicable. Further announcement will be made as and when appropriate.

The Board would like to extend its gratitude to Mr. Chum for his invaluable efforts and contributions to the Company during his terms of appointment and offers its best wishes to him.

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

Hong Kong, 14 September 2015

*As at the date of this announcement, the Board comprises Mr. Chiau Sing Chi, Ms. Chow Man Ki, Kelly, Mr. Chan Cheong Yee and Mr. Lau Man Kit as executive Directors, Mrs. Chin Chow Chung Hang, Roberta as non-executive Director, and Mr. Wong Chak Keung and Ms. Choi Mei Ping as independent non-executive Directors.*

*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).*