



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)

FORM OF PROXY

Form of proxy for use by shareholders at the extraordinary general meeting (the “Meeting”) of Bingo Group Holdings Limited (the “Company”) to be held at City Garden Hotel, 1st Floor, Yue – Function Room II, 9 City Garden Road, Hong Kong on 12 March 2012 at 10:00 a.m. and at any adjournment thereof.

I/We (note a) _____
of _____
being the holder(s) of _____ (note b) shares of HK\$0.02
each in the Company hereby appoint the Chairman of the Meeting or _____
of _____
to act as my/our proxy (note c) at the Meeting to be held on 12 March 2012 at 10:00 a.m. and at any adjournment thereof and
to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) (note d).

Ordinary Resolutions	For	Against
1. To approve the Proposed Increase in Authorised Share Capital of the Company from HK\$100,000,000 divided into 5,000,000,000 Shares of HK\$0.02 each to HK\$200,000,000 divided into 10,000,000,000 Shares by creating an additional 5,000,000,000 unissued Shares and the transactions contemplated thereunder		
2. To approve, ratify and confirm the conditional Subscription Agreement dated 12 January 2012 and entered into between the Company as issuer and Beglobal as subscriber in relation to the subscription of the 1,300,000,000 new Subscription Shares at the subscription price of HK\$0.03 per Subscription Share and the transactions contemplated thereunder including but not limited to the allotment and issue of the Subscription Shares to Beglobal		
3. To approve, ratify and confirm the conditional Capitalisation Agreements dated 12 January 2012 and entered into between the Company and each of Beglobal, Ms. Fung See Mun Catherine, Ms. Wong Ching Kuen, Mr. Sherman Lee and Mr. Bhanusak Asvaintra as Creditors in relation to the capitalization of the outstanding principal amount of loans, together with unpaid interest accrued thereon up to and including 6 October 2011, in the aggregate amount of HK\$51,187,500 owed by the Company to the Creditors by way of allotment and issue of 1,706,249,999 new Capitalisation Shares to the Creditors at the capitalisation price of HK\$0.03 per Capitalisation Share and the transactions contemplated thereunder including but not limited to the allotment and issue of the Capitalisation Shares to the Creditors		
4. To approve the Whitewash Waiver in favour of Beglobal and parties acting in concert with it from making a mandatory offer under the Takeovers Code as a result of Beglobal subscribing for the Subscription Shares under the Subscription Agreement		

Dated the _____ day of _____ 2012

Shareholder's signature x _____ x (notes e, f, g and h)

Notes:

- Please insert full name(s) and address(es) in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any of the resolutions, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of that resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited with Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.