

---

**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 you should take, 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, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**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 SHARE CONSOLIDATION**  
**AND**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

A notice convening an extraordinary general meeting of the Company to be held at Empire Room I, 1/F Empire Hotel, 33 Hennessy Road, Wan Chai, Hong Kong on 17, September 2012 at 11 a.m. is set out on pages 10 to 11 of this circular. Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting if you so wish.

31 August 2012

---

## 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.

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions . . . . .</b>	1-2
<b>Expected Timetable . . . . .</b>	3-4
<b>Letter from the Board . . . . .</b>	5-9
<b>Notice of EGM . . . . .</b>	10-11

---

## DEFINITIONS

---

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

“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Company”	Bingo Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the GEM
“Consolidated Share(s)”	share(s) of HK\$0.04 par value each in the issued and unissued share capital of the Company after the Share Consolidation becoming effective
“Convertible Bonds”	Pursuant to the service agreement dated 1 June 2010, the company shall issue zero coupon convertible bonds of HK\$45 million in total to Mr. Chiau Sing Chi. Convertible bonds in the amount of HK\$25 million, HK\$5 million and HK\$5 million had been issued on the 1 June 2010, 1 June 2011 and 10 July 2012 representatively and remaining two tranches (each worth HK\$5 million, and HK\$10 million in aggregate) of the convertible bonds will be issued. For the detail of convertible bond, please refer to the service agreement mentioned in the circular dated on 3 May 2010. The Convertible Bond can be converted into shares of the Company at the adjusted conversion price of HK\$0.068 per share as at the Latest Practicable Date.
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held and convened on 17, September 2012 at 11 a.m. for the purpose of considering and, if thought fit, approving the proposed Share Consolidation by way of poll
“Existing Shares”	the 10,000,000,000 existing Shares of HK\$0.02 par value each in the issued and unissued share capital of the Company before the Share Consolidation becoming effective as at the date of this circular
“GEM”	Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries

---

## DEFINITIONS

---

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	30 August 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Service Options”	the outstanding share options granted by the Company to Mr. Chiau Sing Chi, an executive director of the Company, which entitle him to subscribe for 250,000,000 new Shares as at the Latest Practicable Date
“Share(s)”	ordinary share(s) of HK\$0.02 par value each in the capital of the Company
“Share Consolidation”	the proposed consolidation of every two (2) Existing Shares of HK\$0.02 par value each in the issued and unissued share capital of the Company into one (1) Consolidated Share of HK\$0.04 par value each in the issued and unissued share capital in the Company
“Share Options”	the outstanding share options granted by the Company which entitle the grantees to subscribe for 25,500,000 new Shares and 589,680,000 new Shares pursuant to the share option scheme of the Company adopted on 19 October 2002 and 15 August 2012 respectively as at the date of this announcement
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

---

## EXPECTED TIMETABLE

---

The expected timetable for the Share Consolidation set out below is indicative only and subject to change, and any such changes will be announced in a separate announcement by the Company as and when appropriate.

Despatch of circular with notice of EGM on or before . . . . .	Friday, 31 August 2012
Despatch and publication of the notice of EGM . . . . .	Friday, 31 August 2012
Latest time for lodging proxy form of EGM . . . . .	11:00 a.m. Saturday, 15 September 2012
EGM . . . . .	11:00 a.m. Monday, 17 September 2012
Announcement on results of EGM . . . . .	Monday, 17 September 2012
Effective date of Share Consolidation . . . . .	9:00 a.m. Tuesday, 18 September 2012
Dealings in Consolidated Shares commence . . . . .	9:00 a.m. Tuesday, 18 September 2012
First day for free exchange of existing share certificates for new share certificates . . . . .	Tuesday, 18 September 2012
Original counter for trading in Existing Shares in board lots of 20,000 Existing Shares (in the form of existing share certificate) temporarily closes . . . . .	9:00 a.m. Tuesday, 18 September 2012
Temporary counter for trading in Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of existing share certificates) opens . . . . .	9:00 a.m. Tuesday, 18 September 2012
Original counter for trading in Consolidated Shares in board lots of 20,000 Consolidated Shares (only new certificates for the Consolidated Shares can be traded at this counter) re-opens . . . . .	9:00 a.m. Thursday, 4 October 2012
Parallel trading in Consolidated Shares (in the form of new share certificates for Consolidated Shares and existing share certificates) commences . . . . .	9:00 a.m. Thursday, 4 October 2012
Designated broker starts to stand in the market to provide matching services for odd lots of Consolidated Shares . . . . .	9:00 a.m. Thursday, 4 October 2012
Temporary counter for trading in Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of existing share certificates) closes . . . . .	4:00 p.m. Thursday, 25 October 2012

---

## EXPECTED TIMETABLE

---

Parallel trading in Consolidated Shares (in the form of  
new share certificates for Consolidated Shares and  
existing share certificates) closes . . . . . 4:00 p.m. Thursday, 25 October 2012

Designated broker ceases to stand in the market to  
provide matching services for odd lots of  
Consolidated Shares . . . . . 4:00 p.m. Thursday, 25 October 2012

Last day for free exchange of the existing share  
certificates for new share certificates for the Consolidated Shares . . . . . Tuesday, 30 October 2012

---

LETTER FROM THE BOARD

---



**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  
Mr. Chan Cheong Yee  
Mr. Yik Chok Man  
Mr. Fok Wai Ming, Jackie

*Registered Office:*

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

*Non-executive Directors:*

Mr. Chong Lee Chang  
Mrs. Chin Chow Chung Hang, Roberta

*Principal place of business*

*in Hong Kong:*  
Room 1201-1204  
12th Floor, Sea Bird House  
22-28 Wyndham Street, Central  
Hong Kong

*Independent non-executive Directors:*

Mrs. Chen Chou Mei Mei, Vivien  
Mr. Chum Kwan Yue, Desmond  
Mr. Wong Chak Keung

31 August 2012

*To the Shareholders*

Dear Sir or Madam

**PROPOSED SHARE CONSOLIDATION**  
**AND**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 24 August 2012 in respect of the proposed Share Consolidation. The purpose of this circular is to provide you with details of the proposed Share Consolidation and to give you the notice of EGM to be convened.



---

## LETTER FROM THE BOARD

---

### PROPOSED SHARE CONSOLIDATION

The Directors propose to implement the Share Consolidation on the basis that every two issued and unissued Shares of HK\$0.02 par value each will be consolidated into one Consolidated Share of HK\$0.04 par value each. As at the Latest Practicable Date, the authorised share capital of the Company is HK\$ 200,000,000 comprising 10,000,000,000 Existing Shares, of which 6,096,809,125 Existing Shares have been allotted and issued as fully paid or credited as fully paid.

Assuming that no further Existing Shares are issued or repurchased between the Latest Practicable Date and the date of the EGM, immediately after the Share Consolidation becoming effective, the authorised share capital of the Company shall remain at HK\$200,000,000 comprising 5,000,000,000 Consolidated Shares and of which 3,048,404,562 Consolidated Shares will be in issue.

### Status of the Consolidated Shares

The Consolidated Shares will rank *pari passu* in all respects with each other and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

Fractional Consolidated Shares will be disregarded and not issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Consolidated Shares regardless of the number of share certificates held by such holder.

Other than the expenses incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders.

### Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following:

- (i) the passing of the necessary resolutions by the Shareholders at the EGM to approve the Share Consolidation; and
- (ii) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares.

Subject to the approval of the Shareholders at the EGM, it is expected that the effective date of the Share Consolidation would be 18 September 2012, the next business day (being a day on which shares are traded on the Stock Exchange) immediately following the date on which the relevant resolution is passed.

---

## LETTER FROM THE BOARD

---

### **Board lot size**

Board lot size for trading will remain unchanged at 20,000 shares for the Consolidated Shares per board lot, which is the same board lot size for trading in the Existing Shares on the Stock Exchange. Based on the closing price of HK\$0.12 per Consolidated Share (assuming the Share Consolidation becoming effective) on the Latest Practicable Date, the value of each board lot of 20,000 Consolidated Shares would be HK\$2,400.

### **Reasons for the Share Consolidation**

The Share Consolidation is proposed in order to comply with Rule 17.76 of the GEM Listing Rules. The Share Consolidation will increase the nominal value of the Shares. 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 and the Board believes that it may attract more investors and extend the shareholders base of the Company. The Board therefore believes that the Share Consolidation is in the interests of the Company and the Shareholders as a whole, in addition to the compliance with the requirement under the GEM Listing Rules.

### **Arrangement on odd lot trading**

In order to alleviate the difficulties arising from the existence of odd lots of Consolidated Shares, the Company has agreed to procure China Everbright Securities (HK) Limited to arrange for matching services regarding the sale and purchase of odd lots of Consolidated Shares from 4 October 2012 to 25 October 2012 (both days inclusive). Shareholders of odd lots of the Consolidated Shares may contact Mr. Cheng of China Everbright Securities (HK) Limited at 36/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong at telephone number (852) 2530 8378 during the aforesaid period. Shareholders should note that matching of the sale and purchase of odd lots of Consolidated Shares is on a best effort basis and successful matching of the sale and purchase of such odd lots is not guaranteed. The Company will bear the costs relating to the matching of sale and purchase of odd lots of the Consolidated Shares.

### **Exchange of share certificates**

Subject to the Share Consolidation becoming effective, Shareholders may during the specified period submit share certificates for existing Shares to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, in exchange, at the expense of the Company, for new share certificates for Consolidated Shares with new par value of HK\$0.04 each. Thereafter, certificates for existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each share certificate for existing Shares cancelled or each new share certificate issued for Consolidated Shares, whichever number of certificates cancelled/issued is higher. Nevertheless, certificates for existing Shares will continue to be good evidence of legal title and may be exchanged for certificates for Consolidated Shares at any time.

---

## LETTER FROM THE BOARD

---

### **Adjustment to the share options and the Convertible Bonds**

Upon the Share Consolidation becoming effective, the exercise price and the number of Shares to be issued under the Service Options and the Share Options and the conversion price and the number of Shares to be issued upon conversion of the Convertible Bonds may be subject to adjustment. The Company will instruct its auditors or an independent financial adviser to review and certify the basis of such adjustments as soon as possible. Further announcement will be made by the Company in respect of such adjustments as and when appropriate.

Save for the Share Options, the Service Options and the Convertible Bonds, the Company has no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares as at the Latest Practicable Date.

### **Listing application**

Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue upon the Share Consolidation taking effect.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, the Consolidated 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 Consolidated Shares on the Stock Exchange or, under contingent situation, 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 on 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.

### **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 in this circular or this circular misleading.

### **EGM**

A notice of EGM convening the EGM at which resolutions will be proposed to the Shareholders to consider and, if thought fit, to approve the proposed Share Consolidation are set out on pages 10 to 11 of this circular by way of poll.

To the best knowledge of the Directors, no Shareholders have a material interest in the Share Consolidation and accordingly, no Shareholders will have to abstain from voting at the EGM.

---

## LETTER FROM THE BOARD

---

Whether or not you intend to attend the EGM, you are requested to complete and return the form of proxy accompanying with 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.

### **Recommendation**

The Directors consider that the Share Consolidation is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions at the EGM.

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

---

## NOTICE OF EGM

---



### **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 “**EGM**”) of the shareholders of Bingo Group Holdings Limited (the “**Company**”) will be held at Empire Room I, 1/F Empire Hotel, 33 Hennessy Road, Wan Chai, Hong Kong on 17, September 2012 at 11 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT** subject to and conditional upon, among others, the granting by the Listing Committee of the Stock Exchange of the listing of, and permission to deal in, the issued ordinary shares of the Company consolidated in the manner as set out in paragraph (a) of this resolution below (the “**Share Consolidation**”):

- (a) with effect from the day immediately following the date on which this resolution is passed, being a day on which shares are traded on the Stock Exchange, every two (2) ordinary shares of HK\$0.02 par value each in the issued and unissued share capital of the Company be consolidated into one (1) share of HK\$0.04 par value each (each a “**Consolidated Share**”), such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company; and
- (b) the directors of the Company be and are generally authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation.”

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

Hong Kong, 31 August 2012

---

## NOTICE OF EGM

---

*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:*

Room 1201-1204  
12th Floor, Sea Bird House  
22-28 Wyndham Street, Central  
Hong Kong

*Notes:*

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy needs not be a member of the Company.
2. In order to be valid, the form of proxy must be duly lodged at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof should he so wish, and in such event, the form of proxy shall be deemed to be revoked.