

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 your licensed securities dealer, 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 transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
PROPOSED RE-ELECTION OF DIRECTORS;
PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Conference Room, 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on 21 August 2013 at 11:00 a.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

This circular will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least seven days from the date of its publication and on the website of the Company at www.bingogroup.com.hk.

The English text of this circular shall prevail over the Chinese text in case of inconsistency.

23 July 2013

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE

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 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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I — Explanatory statement	8
Appendix II — Details of retiring directors proposed to be re-elected at the AGM	12
Notice of AGM	16

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Conference Room, 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on 21 August 2013 at 11:00 a.m., notice of which is set out on pages 16 to 20 of this circular
“Annual Report”	the annual report of the Company for the year ended 31 March 2013
“Articles”	the articles of association of the Company
“associates”	has the same meaning as defined in the GEM Listing Rules
“Board”	the board of Directors
“Company”	Bingo Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the GEM of the Stock Exchange
“connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“Directors”	the directors of the Company
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general and unconditional mandate proposed to be granted to Directors to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM, which is extended by the addition of the number of Shares purchased under the Repurchase Mandate
“Latest Practicable Date”	18 July 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Old Share Option Scheme”	the share option scheme of the Company approved and adopted by the Company on 19 October 2002, and was terminated on 15 August 2012

DEFINITIONS

“Option(s)”	option(s) to be granted by the Company to subscribe for share(s) in accordance with the Share Option Scheme and any other share option scheme of the Company
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM
“Scheme Mandate Limit”	the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme of the Company in aggregate not exceeding 10% of the Shares in issue as at the date of approval or refreshment of the scheme limit of the Share Option Scheme
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.04 each in the capital of the Company
“Share Consolidation”	the share consolidation on the basis of every two ordinary shares of HK\$0.02 each in the issued and unissued share capital of the Company consolidated into one Share of HK\$0.04 each effective 18 September 2012
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the existing share option scheme of the Company approved and adopted by the Company on 15 August 2012
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent



BINGO GROUP HOLDINGS LIMITED

比高集團控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 8220)

Executive Directors:

Mr. Chiau Sing Chi
Mr. Chan Cheong Yee
Mr. Chong Lee Chang

Non-executive Director:

Mrs. Chin Chow Chung Hang Roberta

Independent non-executive Directors:

Mrs. Chen Chou Mei Mei Vivien
Mr. Chum Kwan Yue Desmond
Mr. Wong Chak 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:*

Room 102-104, 1/F.
Sea Bird House
22-28 Wyndham Street
Central, Hong Kong

23 July 2013

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
PROPOSED RE-ELECTION OF DIRECTORS;
PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the information relating to the resolutions to be proposed at the AGM for (i) the proposed general mandates to issue and repurchase shares; (ii) the proposed re-election of directors; and (iii) the proposed refreshment of Scheme Mandate Limit, and to give you the notice of AGM in order to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the AGM, it will be proposed, by way of ordinary resolution, that the Directors be given a general and unconditional mandate to exercise all powers of the Company to allot, issue and deal with new Shares in the capital of the Company up to a maximum of 612,280,912 Shares, representing 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM. In addition, it is further proposed, by way of a separate ordinary resolution, that the Issue Mandate be extended by adding the number of Shares that may be purchased under the Repurchase Mandate.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, it will also be proposed, by way of ordinary resolution, that the Directors be given a general unconditional mandate to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing such resolution.

An explanatory statement containing all relevant information relating to the Repurchase Mandate and pursuant to the GEM Listing Rules, in particular rule 13.08, is set out in the Appendix I to this circular. The information in the explanatory statement is intended to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions relating to the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

According to Article 87, at each annual general meeting of the Company, one-third of the Directors for the time being shall retire from office by rotation and a retiring Director shall be eligible for re-election.

In accordance with the Articles, Mr. Chan Cheong Yee, Mr. Chong Lee Chang, Mr. Wong Chak Keung and Mr. Chum Kwan Yue Desmond will retire from office and, be eligible to offer themselves for re-election at the AGM.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

REFRESHMENT OF SCHEME MANDATE LIMIT

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants for their contribution to the Group. The Company's existing Share Option Scheme was adopted by the shareholders of the Company and was effective on 15 August 2012. Unless otherwise cancelled or amended, the Share Option Scheme will remain in force for a period of 10 years from the date of its adoption.

LETTER FROM THE BOARD

Old Share Option Scheme

Under the Old Share Option Scheme has been adopted by the Company on 19 October 2002, was terminated on 15 August 2012, 321,000,000 Options granted under the Old Share Option Scheme were outstanding prior to the last AGM, of which 53,000,000 Options were lapsed in August 2012. As at the Latest Practicable Date, 268,000,000 Options granted under the Old Share Option Scheme were outstanding. As a result of the Share Consolidation, the above outstanding Options were adjusted to 134,000,000 Options.

Share Option Scheme

The Share Option Scheme has been adopted by the Company on 15 August 2012, the Scheme Mandate Limit under the Share Option Scheme was 609,680,912 representing approximately 10% of the 6,096,809,125 Shares in issue as at the date of its adoption on 15 August 2012, of which 589,680,000 share options had been granted on 23 August 2012.

Share Consolidation was effected from 18 September 2012. The following figures represent the adjusted figures after consolidation. The Scheme Mandate Limit under the Share Option Scheme was 304,840,456 ordinary shares of HK\$0.04 each, representing approximately 10% of the 3,048,404,562 Shares in issue as at the date of its adoption on 15 August 2012, of which 294,840,000 share options had been granted in August 2012, of which 13,000,000 were exercised in February and March 2013. No share option was cancelled or lapsed. As at the Latest Practicable Date, 281,840,000 Options granted under the Share Option Scheme were outstanding, the unused quantity of shares are 10,000,456.

As at the Latest Practicable Date, Options carrying the rights to subscribe for 415,840,000 Shares were granted and have not yet been exercised under the Old Share Option Scheme and Share Option Scheme, representing approximately 13.58% of the issued share capital of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, there were 3,061,404,562 Shares in issue. Pursuant to the terms of the Share Option Scheme and in compliance with the GEM Listing Rules, the maximum number of Shares which may be issued upon the exercise of all the options to be granted pursuant to the Share Option Scheme under the Scheme Mandate Limited as refreshed should be 306,140,456 Shares, being 10% of the Shares in issue and assuming no further issue or repurchase of Shares during the period between the Latest Practicable Date up to and including the date of the AGM.

Pursuant to the GEM Listing Rules, the limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes must not exceed 30 per cent of the Shares in issue from time to time. No options shall be granted under the Share Option Scheme or any other scheme(s) of the Company if this will result in the 30% limit being exceeded.

It is proposed that subject to the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the Shares to be issued pursuant to the exercise of Options granted under the refreshed Scheme Mandate Limit and the passing of the relevant resolution at the AGM, the Scheme Mandate Limit be refreshed so that the total number of Shares, which

LETTER FROM THE BOARD

may be issued upon exercise of all Options to be granted under the Scheme Mandate Limit as refreshed of the Share Option Scheme, shall not exceed 10% of the Shares in issue as at the date of approval of the relevant resolution by the Shareholders at the AGM. Options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme) will not be counted for the purpose of calculating the limit as “refreshed”.

The refreshment of the Scheme Mandate Limit is conditional upon:

1. the passing of an ordinary resolution by the Shareholders to approve the refreshment of the Scheme Mandate Limit at the AGM; and
2. the Stock Exchange granting the listing of, and the permission to deal in, such number of Shares representing 10% of the issued share capital of the Company as at the date of the AGM.

Since the unused quantity of shares are 10,000,456, representing approximately 0.33% of the Shares in issue as at the Latest Practicable Date, may be issued pursuant to the grant of further options under the Share Option Scheme. The Directors consider that it is in the interests of the Company to refresh the Scheme Mandate Limit so as to provide the Company with the flexibility of granting further options under the Share Option Scheme. The Directors will propose the passing of an ordinary resolution at the AGM for refreshing the Scheme Mandate Limit.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, any Shares, approving the refreshed Scheme Mandate Limit, to be issued upon the exercise of the options granted under the refreshed Scheme Mandate Limit of the Share Option Scheme.

AGM

A notice convening the AGM to be held at Conference Room, 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on 21 August 2013 at 11:00 a.m. is set out on pages 16 to 20 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the re-election of Directors and the refreshment of Scheme Mandate Limit.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

The resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

RECOMMENDATION

The Directors are of the opinion that the proposals referred to in this circular are in the best interest of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

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.

GENERAL

Your attention is drawn to the information set out in the appendices to this circular.

By Order of the Board
Bingo Group Holdings Limited
Chong Lee Chang
Executive Director

This is an explanatory statement given to Shareholders of the Company relating to the resolution 5 to be proposed at the AGM authorising the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 13.08 of the GEM Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,061,404,562 Shares.

Subject to the passing of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase Shares up to a maximum of 306,140,456 Shares representing not more than 10% of the share capital of the Company in issue as at the Latest Practicable Date during the period from the date of passing of the resolution for the approval of the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any other applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR REPURCHASE

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the best interest of the Company and its Shareholders for the Directors to have general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASE

The Company is empowered by its Articles to repurchase its Shares. The Cayman Islands law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on redemption may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the share premium of the Company. Under the Cayman Islands law, the repurchased Shares will remain part of the authorised but unissued share capital.

In repurchasing any Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles and the applicable laws and regulations of the Cayman Islands. The Company may not purchase securities on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be an adverse impact on the working capital or gearing position of the Company (when compared with the financial position as disclosed in the audited accounts contained in the Annual Report for the year ended 31 March 2013) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately prior the Latest Practicable Date are as follows:

	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
July	0.170	0.146
August	0.164	0.114
September	0.162	0.112
October	0.135	0.117
November	0.168	0.122
December	0.160	0.141
2013		
January	0.265	0.154
February	0.275	0.193
March	0.196	0.140
April	0.143	0.124
May	0.168	0.130
June	0.162	0.125
July (up to the Latest Practicable Date)	0.158	0.133

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, their associates (as defined in the GEM Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such resolution is approved by the Shareholders.

No connected persons (as defined in the GEM Listing Rules) of the Company has notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. TAKEOVERS CODE

If, as a result of a shares repurchase, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

As at the Latest Practicable Date, the register of Shareholders maintained by the Company pursuant to Section 336 of the Securities and Futures Ordinance showed that the Company has been notified of the following interests, being 5% or more of the Company's issued share capital:

Name of Shareholders	Number of Shares held	Approximate percentage of issued share capital of the Company	Approximate percentage of issued share capital of the Company if Repurchase Mandate were exercised in full
Beglobal Investments Limited (note 1)	1,608,484,963	52.54%	58.37%
Lee Sherman	183,750,000	6.00%	6.66%
Bhanusak Asvaintra	157,500,000	5.14%	5.71%

Note:

- 1,318,484,963 Shares are held by Beglobal Investments Limited ("Beglobal") and 290,000,000 Shares are held by Golden Treasure Investments Limited. Beglobal is ultimately owned by the trustee of a discretionary trust, The Sino Star Trust. The discretionary objects of The Sino Star Trust include Mr. Chiau Sing Chi and his family. Beglobal is the sole beneficial owner of Golden Treasure Global Investment.

Based on information known as at the Latest Practicable Date, the Directors are not aware of any consequences of such repurchases of Shares that would result in the above substantial Shareholders or any other Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate were exercised in full.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

The details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

Chan Cheong Yee

Mr. Chan, aged 49, joined the Group in August 2007. Mr. Chan holds a Bachelor of Science degree from the College of Business Administration of The University of South Florida in the United States of America. Mr. Chan is currently a licensed person to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts), type 3 (leveraged foreign exchange trading) and type 9 (asset management) regulated activities under the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong). He has extensive experience in dealing in securities, fund management, corporate management, corporate finance and managing listed investment companies under Chapter 21 of the Rules Governing the Listing of Securities on the Stock Exchange.

In June 2003, Mr. Chan joined China Innovation Investment Limited (stock code: 1217) (“CII”), an investment company listed on the Stock Exchange, as an executive director. Mr. Chan was appointed as an independent non-executive director of Agritrade Resources Limited (stock code: 1131) in June 2010, an executive director of China Investment and Finance Group Limited (stock code: 1226) (“CIFG”) in March 2011, an executive director of Capital VC Limited (stock code: 2324) (“CVC”) in November 2012 and an executive director of China New Economy Fund Limited (stock code: 80) (“CNEF”) in June 2013. All of CII, CIFG, CVC and CNEF are investment companies listed on the Stock Exchange.

Mr. Chan has entered into a letter of appointment with the Company. Pursuant to his letter of appointment, Mr. Chan’s appointment shall continue unless terminated by not less than one month’s notice in writing served by either party and is subject to normal retirement and re-election by the Shareholders pursuant to the Articles of Association. Mr. Chan is entitled to receive a fixed director’s emoluments of HK\$180,000 per annum which was determined by the Board with reference to his experience, duties and responsibilities. His director’s fee will be reviewed and determined by the Board annually with the authorization granted by the Shareholders at an annual general meeting of the Company and taking reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

As at the Latest Practicable Date, Mr. Chan held 5,000 shares of the Company and 15,000,000 share options under the share option scheme of the Company, within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Chan does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Chan does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Chan has not held any directorship in other public companies in the last three years nor was there any other information relating to Mr. Chan that was required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Chong Lee Chang

Mr. Chong, aged 54, joined the Group in March 2009 and had been re-designed as executive director in February 2013. He graduated with a BA (honours) degree in law from the Manchester Metropolitan University (formerly known as Manchester Polytechnic) in 1982. He was admitted to the Honourable Society of Lincoln's Inn, London, in 1982 and was called to the Bar as a barrister at law in 1983. In 1984, he was admitted as an advocate and solicitor of the High Court of Malaya and is currently holding a legal practicing certificate to practice law in Malaysia. Mr. Chong has more than 20 years of experience in legal practice in Malaysia. Mr. Chong was a senior partner of a Kuala Lumpur based law firm, Messrs. LC Chong & Co. His legal experience has included advising various companies from Asia and United Kingdom, including steel millers from China. He has served as an executive director of Antah Holdings Berhad, a public company listed on the main board of Bursa Malaysia and also held directorship in Permanis Sdn. Bhd., the Malaysian franchise holder and bottler of Pepsi-Cola and Seven-up. During the period from May 2005 to February 2009, he had also served as a non-executive Director of Midwest Corporation Limited, a public company that was previously listed on the Australian Stock Exchange, which was engaged in mining, exploring and processing iron ore. Mr. Chong resigned from Midwest Corporation Limited after the company was delisted on the Australian Stock Exchange. Mr. Chong was a director of JW Carpenter Limited ("JWC"), a private limited company incorporated in the United Kingdom with its main business as home furniture and furnishing retail chain stores. JWC has been applied for a Company Voluntary Administration in October 2000, a scheme of arrangement was later entered into between JWC and its creditors, and subsequently the scheme of arrangement has been approved by court in March 2001. Mr. Chong joined the board of JWC to lead the rescue exercise since mid 2000. Under the management of Mr. Chong and the other board of directors of JWC, JWC thereafter turned into profit making in June 2002. Mr. Chong resigned his directorship from JWC in May 2004 after the acquisition of JWC by an Australian public listed company. Mr. Chong is also the independent non-executive director of CVM Minerals Limited (stock code: 705) since December 2007 and Agritrade Resources Limited (stock code: 1131) since June 2010 respectively which are listed on the main board of The Stock Exchange of Hong Kong Limited. In January 2010, Mr. Chong joined EITA Resources Berhad, a company listed on the main market of Bursa Malaysia Securities Berhad, as an independent non-executive director.

Mr. Chong has entered into a letter of appointment with the Company. Pursuant to his letter of appointment, Mr. Chong's appointment shall continue unless terminated by not less than one month's notice in writing served by either party and is subject to normal retirement and re-election by the Shareholders pursuant to the Articles of Association. Mr. Chong is entitled to receive a fixed director's emoluments of HK\$120,000 per annum which was determined by the Board with reference to his experience, duties and responsibilities. His director's fee will be reviewed and determined by the Board annually with the authorization granted by the Shareholders at an annual general meeting of the Company and taking reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

As at the Latest Practicable Date, Mr. Chong beneficially held 8,065,976 shares and had been deemed to be interested in 37,250,023 shares of the Company by Shieldman Limited, a private company wholly-owned by Mr. Chong; and 3,000,000 share options under the share option scheme of the Company, within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Chong does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Chong does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Chong has not held any directorship in other public companies in the last three years nor was there any other information relating to Mr. Chong that was required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Wong Chak Keung

Mr. Wong, aged 46, joined the Group in August 2010. He holds a bachelor degree in business from The University of Southern Queensland in Australia. Mr. Wong is also a member of the Hong Kong Institute of Certified Public Accountants and CPA Australia respectively. Mr. Wong has been in the accounting profession for over 15 years. Before joining the Company, Mr. Wong also held various positions in an international accounting firm and in the corporate finance, educational business and manufacturing sectors in Hong Kong. Mr. Wong is currently an executive director of China Investment Development Limited (stock code: 204) and an independent non-executive director of China Seven Star Shopping Limited (stock code: 245) which are listed on the main board of the Stock Exchange.

Mr. Wong has entered into a letter of appointment with the Company. Pursuant to his letter of appointment, Mr. Wong's appointment shall continue unless terminated by not less than one month's notice in writing served by either party and is subject to normal retirement and re-election by the Shareholders pursuant to the Articles of Association. Mr. Wong is entitled to receive a fixed director's emoluments of HK\$120,000 per annum which was determined by the Board with reference to his experience, duties and responsibilities. His director's fee will be reviewed and determined by the Board annually with the authorization granted by the Shareholders at an annual general meeting of the Company and taking reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

As at the Latest Practicable Date, Mr. Wong held 3,000,000 share options under the share option scheme of the Company, within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Wong does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Wong does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Wong has not held any directorship in other public companies in the last three years nor was there any other information relating to Mr. Wong that was required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Chum Kwan Yue Desmond

Mr. Chum, aged 40, joined the Group in August 2010. He graduated from Oxford University and has been appointed as a portfolio manager at Claren Road Asset Management, a US based credit hedge fund since 2009. Prior to joining Claren Road Asset Management, Mr. Chum had worked as a Managing Director at Citigroup for 12 years and helped to build its fixed income franchise in Asia. Mr. Chum oversaw a team of investment professionals and ran the Global Special Situations Group's investment activities in the Greater China Region. Mr. Chum has extensive experience in sourcing, evaluating and executing private equity and real estate investments in the Greater China Region.

Mr. Chum has entered into a letter of appointment with the Company. Pursuant to his letter of appointment, Mr. Chum's appointment shall continue unless terminated by not less than one month's notice in writing served by either party and is subject to normal retirement and re-election by the Shareholders pursuant to the Articles of Association. Mr. Chum is entitled to receive a fixed director's emoluments of HK\$120,000 per annum which was determined by the Board with reference to his experience, duties and responsibilities. His director's fee will be reviewed and determined by the Board annually with the authorization granted by the Shareholders at an annual general meeting of the Company and taking reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

As at the Latest Practicable Date, Mr. Chum held 3,000,000 share options under the share option scheme of the Company, within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Chum does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Chum does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Chum has not held any directorship in other public companies in the last three years nor was there any other information relating to Mr. Chum that was required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.



BINGO GROUP HOLDINGS LIMITED

比高集團控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 8220)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Bingo Group Holdings Limited (the “Company”) will be held at Conference Room, 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on 21 August 2013 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions (“Resolutions”) with or without amendments as resolutions of the Company:

ORDINARY RESOLUTION

1. to receive and consider the audited consolidated financial statements and the reports of the directors and the auditors for the year ended 31 March 2013;
2. to re-elect the retiring Directors and appoint Directors and to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint Graham H.Y. Chan & Co. as the auditors of the Company and to authorise the board of Directors to fix their remuneration;
4. **“THAT**
 - (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, notes, warrants, debentures and securities convertible into shares) which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF AGM

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (where pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
- (i) a Rights Issue (as hereinafter defined); or
 - (ii) the grant or exercise of any option under the share option scheme of the Company; or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association (the “Articles of Association”) of the Company in force from time to time; or
 - (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed the aggregate of:
 - (i) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution; and
 - (ii) (if the Directors are so authorized by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution), and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (d) for the purpose of this Resolution:
- “Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Law (Revised) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders (the “Shareholders”) of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.

NOTICE OF AGM

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for share open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to overseas shareholders or fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

5. “THAT

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the memorandum and Articles of Association, the Companies Law (Revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of shares to be purchased or agreed conditionally or unconditionally to be purchased by the directors of the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the issued share capital of the Company at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Law (Revised) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this Resolution.”

NOTICE OF AGM

6. “**THAT** conditional upon the passing of ordinary Resolution nos. 4 and 5 in the notice converting the annual general meeting of the Company, the aggregate number of shares in the capital of the Company which shall have been repurchased by the Company subsequent and pursuant to the passing of ordinary Resolution no. 5 (up to a maximum of 10 per cent. of the issued shares at the date of passing of ordinary Resolution no. 5) shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Company pursuant to ordinary Resolution no. 4 above.”
7. “**THAT** conditional upon the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares to be issued upon the exercise of share options under the share option scheme adopted by the Company on 15 August 2012 (the “Share Option Scheme”), the existing Share Option Scheme Mandate Limit in respect of the granting of share options to subscribe for Shares under the Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercise of the share options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the Shares in issue as at the date of passing this resolution and that the Directors be and are hereby authorized, subject to compliance with the GEM Listing Rules, to grant share options under the Share Option Scheme up to the refreshed limit and to exercise all the powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such share options.”

By Order of the Board
Bingo Group Holdings Limited
Chong Lee Chang
Executive Director

Hong Kong, 23 July 2013

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 102–104, 1/F.
Sea Bird House
22–28 Wyndham Street
Central, Hong Kong

Notes:

1. A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint another person as his proxy to attend and, subject to the provisions of the Articles of Association the Company, to vote on his behalf. 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. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.

NOTICE OF AGM

2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at 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 not less than 48 hours before the time for holding the AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the AGM or any adjournment thereof, should he/she/it so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
3. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the granting to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
4. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated 23 July 2013.