
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this supplemental circular or as to the action to be taken, you should consult your stockbroker, or other licensed securities dealer, bank manager, solicitors, 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 supplemental circular to the purchaser or transferee, or to the bank, stockbroker 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 the Cayman Islands with limited liability)

(Stock Code: 8220)

SUPPLEMENTAL CIRCULAR IN RESPECT OF
(1) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE AND
TO REPURCHASE SHARES,
(2) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
OF THE SHARE OPTION SCHEME,
(3) PROPOSED RE-ELECTION OF DIRECTORS,
AND
(4) REVISED NOTICE OF THE ANNUAL GENERAL MEETING

This supplemental circular serves to give you more information relating to the proposed grant of the General Mandate and the Repurchase Mandate, the Proposed Refreshment and the proposed re-election of Directors, and shall replace in entirety the Original Circular.

The revised notice convening the AGM to be held at The Foreign Correspondents' Club, 2 Lower Albert Road, Central, Hong Kong on Tuesday, 2 August 2011 at 10:00 a.m. is set out on pages 17 to 21 of this supplemental circular. A form of proxy for the AGM (which remains the same as the form of proxy sent to you together with the Original Circular) is enclosed with this supplemental circular.

Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return the same to the Company's Hong Kong branch share registrar, Tricor Tengis Limited at 26/F, Tesbury Center, 28 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible but 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 at the AGM or any adjournment thereof if you so wish.

This supplemental 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 supplemental circular shall prevail over the Chinese text in case of inconsistency.

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

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DEFINITIONS

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

“AGM”	an annual general meeting of the Company to be convened and held on 2 August 2011 at 10:00 a.m. to consider and, if thought fit, approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate, the Proposed Refreshment and the proposed re-election of Directors
“Articles of Association”	the articles of association of the Company
“associate(s)”	has the meaning ascribed to this term under 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 issued shares of which are listed on GEM
“Directors”	the directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of granting such general mandate by the Shareholders
“Group”	the Company and all of its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	7 July 2011, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained in this supplemental circular
“Original Circular”	the circular of the Company dated 30 June 2011 in relation to the proposed grant of the General Mandate and the Repurchase Mandate, the Proposed Refreshment and the proposed re-election of Directors

DEFINITIONS

“Proposed Refreshment”	the refreshment of the Scheme Mandate Limit to be proposed at the AGM pursuant to which the Board may grant options to eligible participants to subscribe up to 10% of the Shares in issue as at the date of passing of the ordinary resolution approving such refreshment
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase up to a maximum of 10% of the issued share capital of the Company as at the date of granting such repurchase mandate by the Shareholders
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and other such schemes of the Company which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme by the Shareholders and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	Ordinary share(s) of HK\$0.02 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 19 October 2002 for the grant of share options to employees, executives or officers of the Company or any of its subsidiaries (including executive and non-executive Directors or any of its subsidiaries) and any suppliers, consultants, advisers, agents, shareholders, customers, partners or business associates, who at the discretion of the Board, have contributed to the Group
“Shareholder(s)”	holder(s) of the Share(s)
“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

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:

Chiau Sing Chi
Chan Cheong Yee
Yik Chok Man
Fok Wai Ming Jackie

Registered office:

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

Non-executive Directors:

Chong Lee Chang
Chin Chow Chung Hang Roberta

*Head office and principal place
of business in Hong Kong:*

Room 1201-1204, 12/F
Sea Bird House
22-28 Wyndham Street
Hong Kong

Independent non-executive Directors:

Chen Chou Mei Mei Vivien
Wong Chak Keung
Chum Kwan Yue Desmond

11 July 2011

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR IN RESPECT OF
(1) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE AND
TO REPURCHASE SHARES,
(2) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
OF THE SHARE OPTION SCHEME,
(3) PROPOSED RE-ELECTION OF DIRECTORS,
AND
(4) REVISED NOTICE OF THE ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular serves to give you more information relating to the proposed grant of the General Mandate and the Repurchase Mandate, the Proposed Refreshment and the proposed re-election of Directors, and shall replace in entirety the Original Circular.

LETTER FROM THE BOARD

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the re-election of Directors; (ii) the granting of the General Mandate and the Repurchase Mandate to the Directors; and (iii) the approval of the Proposed Refreshment.

RE-ELECTION OF DIRECTORS

According to Article 86(3) of the Articles of Association, any Director appointed by the Board as an addition to the existing Board shall hold office until the next following annual general meeting of the Company after his appointment and shall then be eligible for re-election at such meeting.

According to Articles 87(1) and 87(2) of the Articles of Association, at each annual general meeting 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 Article 86(3), Mr. Chan Cheong Yee, Mr. Fok Wai Ming Jackie, Mr. Chong Lee Chang, Mr. Wong Chak Keung and Mr. Chum Kwan Yue Desmond shall retire from office at the AGM. Being eligible, each of Mr. Chan Cheong Yee, Mr. Fok Wai Ming Jackie, Mr. Chong Lee Chang, Mr. Wong Chak Keung and Mr. Chum Kwan Yue Desmond will offer himself for re-election as an executive/non-executive/independent non-executive Director (as the case may be).

At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Chan Cheong Yee, Mr. Fok Wai Ming Jackie, Mr. Chong Lee Chang, Mr. Wong Chak Keung and Mr. Chum Kwan Yue Desmond as an executive/non-executive/independent non-executive Director (as the case may be).

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

GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (the General Mandate) to allot, issue and deal with unissued Shares or underlying Shares (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the issued Shares as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorizing the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate (the "extended General Mandate"). Details on the Repurchase Mandate are further elaborated below.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had an aggregate of 3,077,559,126 Shares in issue. Subject to the passing of the resolution for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 615,511,825 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the issued Shares as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 307,755,912 Shares.

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the granting of the General Mandate (including the extended General Mandate) and 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 of Association, the Companies Law (Revised) of the Cayman Islands or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first (the “Relevant Period”).

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this supplemental circular. The explanatory statement contains all the requisite information under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the grant of the Repurchase Mandate.

PROPOSED REFRESHMENT

Under the GEM Listing Rules, the maximum number of Shares which may be allotted and issued upon the exercise of all options which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders.

At the annual general meeting of the Company held on 16 August 2010, the Scheme Mandate Limit had been most recently refreshed so that the total number of Shares which may fall to be issued upon exercise of all options to be granted under the Share Option Scheme or other schemes shall not exceed 274,455,912 Shares, being 10% of the issued share capital of the Company as at 16 August 2010. Subsequently on 20 August 2010 and 14 April 2011, the Company granted 42,000,000 options and 7,500,000 options respectively. The number of options that can be further granted under the Share Option Scheme before refreshment is 224,955,912 options.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company has granted, in aggregate, options under the Share Option Scheme and any other share option schemes of the Company to subscribe for 581,070,000 Shares since its adoption, of which 223,069,000 options were exercised (representing approximately 7.25% of the issued share capital of the Company), 24,000,000 options were cancelled (representing approximately 0.78% of the issued share capital of the Company) and 334,001,000 options under the Share Option Scheme remained outstanding (representing approximately 10.85% of the issued share capital of the Company).

As at the Latest Practicable Date, there were 3,077,559,126 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 Limit as refreshed should be 307,755,912 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 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 at any time shall not exceed 30% of the Shares in issue from time to time.

As required by the Share Option Scheme and the GEM Listing Rules, an ordinary resolution will be proposed at the AGM to approve the Proposed Refreshment.

The Proposed Refreshment is conditional upon:

- (1) the passing of an ordinary resolution by the Shareholders to approve the Proposed Refreshment; and
- (2) the Listing Committee granting the listing of, and permission to deal in the Shares to be issued pursuant to the exercise of any options that may be granted pursuant to the Share Options Scheme under the Proposed Refreshment not exceeding 10% of the number of Shares in issued as at the date of approval of the Proposed Refreshment by the Shareholders.

Application will be made to the Stock Exchange for the listing of, and permission to deal in the Shares, representing 10% of the Shares in issue at the date of the AGM, which may fall to be issued upon the exercise of the options that may be granted under the Proposed Refreshment.

Details of the Proposed Refreshment are set out in resolution numbered 7 in the revised notice of the AGM set out on pages 17 to 21 of this supplemental circular.

The Directors consider that the Proposed Refreshment is in the interests of the Company and the Shareholders as a whole because it enables the Company to reward and motivate its employees and other selected participants under the Share Option Scheme. The Proposed Refreshment is in line with the purpose of the Share Option Scheme.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

A revised notice convening the AGM to be held at The Foreign Correspondents' Club, 2 Lower Albert Road, Central Hong Kong on Tuesday, 2 August 2011 at 10:00 a.m. is set out on pages 17 to 21 of this supplemental 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 Proposed Refreshment and the re-election of Directors.

A form of proxy (which remains the same as the form of proxy sent to you together with the Original Circular) for use at the AGM is enclosed with this supplemental 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.

All the resolutions proposed to be approved at the AGM will be taken by poll in compliance with Rule 17.47(4) of the GEM Listing Rules and an announcement will be made by the Company after the AGM on the results of the AGM.

RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 supplemental circular misleading.

RECOMMENDATION

The Directors consider the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the Proposed Refreshment and the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

MISCELLANEOUS

The English text of this supplemental circular shall prevail over the Chinese text for the purpose of interpretation.

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

This Appendix I serves as an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorizing the proposed Repurchase Mandate.

This explanatory statement contains all information pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:

1. NUMBER OF SHARES WHICH MAY BE REPURCHASED

Exercise in full of the Repurchase Mandate, on the basis of 3,077,559,126 Shares in issue as at the Latest Practicable Date, would result in 307,755,912 Shares (representing approximately 10% of the issued share capital of the Company as at the date of passing of the resolution approving the grant of the Repurchase Mandate), being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution approving the granting of the Repurchase Mandate.

2. REASONS FOR PROPOSED REPURCHASE OF SHARES

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share.

The Repurchase Mandate will only be exercised when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole. The Directors have no present intention to repurchase any Shares.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with the Articles of Association, the laws of the Cayman Islands and the GEM Listing Rules. The laws of the Cayman Islands provide that a repurchase of Shares may only be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the laws of the Cayman Islands. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the laws of the Cayman Islands. The Company will not purchase the Shares on 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.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2011) in the event that the Repurchase Mandate is exercised in full at any time during the Relevant Period. 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 requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DIRECTORS' UNDERTAKING

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

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

6. NO PURCHASES OF SHARES BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the previous six months preceding the Latest Practicable Date.

7. CONNECTED PERSON

No connected persons (as defined in the GEM Listing Rules) 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 at the AGM.

8. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months preceding the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2010		
June	0.320	0.247
July	0.335	0.240
August	0.275	0.202
September	0.250	0.210
October	0.235	0.190
November	0.203	0.140
December	0.174	0.127
2011		
January	0.190	0.154
February	0.163	0.137
March	0.194	0.120
April	0.250	0.177
May	0.212	0.180
June	0.197	0.179
Latest Practicable Date	0.171	0.162

9. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If, as a result of a repurchase of Shares, pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

As a result, a Shareholder, or a group of Shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, the following Shareholder(s) is/are interested in more than 10% of the Shares then in issue. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the total interests of such Shareholder(s) in the Shares would be increased to approximately the percentage set out in the last column as follows:

Name of Shareholder(s)	Number of Shares	Approximate percentage of shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Beglobal Investments Limited ("Beglobal") (Note)	905,000,000(L)	29.41%	32.67

(L) denotes long position

Note 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 ("Mr. Chiau"), an executive Director, and his family. Beglobal holds convertible bonds issued by the Company in the principal amount of HK\$39,000,000 which can be converted into up to an aggregate of 390,000,000 Shares at the conversion price of HK\$0.10 per Share (subject to adjustments). Mr. Chiau also personally holds certain convertible bonds and options and please refer to the circular of the Company dated 3 May 2010 for more details.

On the basis of the current shareholding of the above Shareholder, in the event that the Repurchase Mandate is exercised in full, the attributable shareholding of the above Shareholder would be increased to approximately 32.67% of the issued share capital of the Company. Such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholder 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%.

The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate in full.

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:

Mr. Chan Cheong Yee, aged 47, is an executive Director. Mr. Chan is currently the responsible officer of China Everbright Securities (HK) Limited and an executive director of China Innovation Investment Limited (Stock code: 1217) which is listed on the Main Board of the Stock Exchange. Mr. Chan holds a Bachelor's Degree of Science majoring in Finance and has been in the financial and investment business for over 20 years. Mr. Chan is a registered and licensed person under the SFO to carry on regulated activities in dealing of securities, advising on securities, dealing in futures contracts and undertaking asset management. Save as disclosed above, Mr. Chan does not hold any directorship in other public company in the last three years or any other position in the Company or any of its subsidiaries.

Mr. Chan has not entered into any service contract for his directorship with the Company but shall be subject to normal retirement by rotation in accordance with the Articles of Association. Mr. Chan is entitled to 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. Mr. Chan's 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 does not have any relationship with any directors, senior management, substantial shareholder or controlling shareholder of the Company for the purpose of the GEM Listing Rules. As at the Latest Practicable Date, Mr. Chan was interested in 10,000 Shares within the meaning of Part XV of the SFO, representing approximately 0% of the issued share capital of the Company.

Mr. Fok Wai Ming Jackie, aged 51, is an executive Director. Mr. Fok has acted as the independent non-executive advisor to The Star Overseas Limited and its associated companies under the group ("Star Overseas") following his resignation from the office of the chief executive officer of Sense International (Group) Limited early 2009, a group of companies associated to Star Overseas. Mr. Fok joined Star Overseas in 2002 and had primarily been responsible for building up the financial and business structure of the filmed entertainment businesses of Star Overseas and overseeing its operations. Before venturing into the entertainment media industry, Mr. Fok had over 10 years of experience in the international financial markets including over 2 years in real-time financial analysis industry followed by over 9 years of banking experience in financial trading and treasury operations, specializing in foreign currency and financial derivatives markets during which he served as the vice president at First National Bank of Chicago till 1997 and then as the vice president at West LB till late 1998.

Save as disclosed above, Mr. Fok did not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries.

Pursuant to his letter of appointment, Mr. Fok's appointment shall continue unless terminated by not less than three 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. Fok is entitled to receive a fixed director's emoluments of HK\$1,560,000 per annum which was determined by the Board with reference to his experience, duties and responsibilities. Mr. Fok's 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, save as disclosed herein, Mr. Fok does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and does not have any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Chong Lee Chang, aged 51, is a non-executive Director. Mr. Chong is a Malaysian, 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 enrolled as a barrister at law in 1983. Mr. Chong is a senior partner of a Kuala Lumpur based law firm, Messrs. LC Chong & Co. and has more than 20 years of experience in legal practice in Malaysia. 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. Mr. Chong also holds directorship in CVM Minerals Limited (Stock code: 705) which is listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Chong did not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries.

Under his letter of appointment, 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 time and effort. Mr. Chong's 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. Mr. Chong will be subject to normal retirement and re-election by the Shareholders pursuant to the Articles of Association.

As at Latest Practicable Date, save as disclosed herein, Mr. Chong does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company. As at Latest Practicable Date, Mr. Chong was deemed to be interested in 90,631,999 Shares within the meaning of Part XV of the SFO (of which 16,131,952 Shares were held by Mr. Chong beneficially, and 74,500,047 Shares were held by Mr. Chong through his beneficial interest in the entire issued share capital of Shieldman Limited), representing approximately 2.95% of the issued share capital of the Company.

Mr. Wong Chak Keung, aged 44, is an independent non-executive Director, and member of the audit committee and the remuneration committee. Mr. Wong 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 Temujin international Investments 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 was an executive director of China Innovation Investment Limited (stock code: 1217) during the period from 12 November 2007 to 19 June 2011 and an executive director of China Trends Holdings Limited (stock code: 8171) during the period from 25 February 2008 to 19 June 2011 which are listed on the Main Board of the Stock Exchange and the GEM respectively. Mr. Wong joined the Group in August 2010.

Save as disclosed above, Mr. Wong did not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries.

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. Mr. Wong's 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.

Mr. Wong does not have any relationship and material interest with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Wong does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

Mr. Chum Kwan Yue Desmond, aged 38, is an independent non-executive Director, and member of the audit committee and remuneration committee. Mr. Chum 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 been appointed as an independent non-executive Director of Kader Holdings Company Limited, a company listed on the Main Board (Stock code: 180) of the Stock Exchange on 10 March 2009. Save as disclosed above, Mr. Chum did not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries.

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. Mr. Chum's 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, save as disclosed herein, Mr. Chum does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Chum does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

There is no information relating to Mr. Chan Cheong Yee, Mr. Fok Wai Ming Jackie, Mr. Chong Lee Chang, Mr. Wong Chak Keung and Mr. Chum Kwan Yue Desmond that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF AGM



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)

REVISED NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Bingo Group Holdings Limited (the “**Company**”) will be held at The Foreign Correspondents’ Club, 2 Lower Albert Road, Central Hong Kong on Tuesday, 2 August 2011 at 10:00 a.m. for the following purposes:

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “**Director**”) and auditors of the Company for the year ended 31 March 2011;
2.
 - (a) to re-elect Mr. Chan Cheong Yee as executive director;
 - (b) to re-elect Mr. Fok Wai Ming Jackie as executive director;
 - (c) to re-elect Mr. Chong Lee Chang as non-executive director;
 - (d) to re-elect Mr. Wong Chak Keung as independent non-executive director;
 - (e) to re-elect Mr. Chum Kwan Yue Desmond as independent non-executive director;
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;

and, as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

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;

NOTICE OF AGM

- (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;
- (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 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 of the Company, 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.

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“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) 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 of the Company, 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 nominal amount of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 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
- (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 of the Company, 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.

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6. **THAT** the Directors be and are hereby authorized to exercise the authority referred to in paragraph (a) of Resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (ii) of paragraph (c) of such Resolution.
7. **THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the shares to be issued pursuant to the exercise of options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the existing limit on the grant of options under the share option scheme adopted by the Company on 19 October 2002 (the “**Scheme**”) be refreshed so that the aggregate nominal amount of share capital of the Company which may be allotted and issued upon exercise of any options to be granted under the Scheme and any other schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Scheme or such other scheme(s) of the Company), shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution (the “**Refreshed Scheme Mandate Limit**”) and the Directors be and are hereby authorized to do such act and execute such document to effect the Refreshed Scheme Mandate Limit and to grant options up to the Refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options.

By order of the Board
BINGO GROUP HOLDINGS LIMITED
Chan Cheong Yee
Executive Director

Hong Kong, 11 July 2011

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

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Notes:

1. A member entitled to attend and vote at the annual general meeting (“AGM”) convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to 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.
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 notarially 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 from attending in person and voting at the AGM or any adjournment thereof, should he/she/it so wish.
3. In relation to the proposed resolution no. 2 above, details of the retiring Directors standing for re-election are set out in Appendix II to the supplemental circular of the Company dated 11 July 2011.
4. 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.
5. 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. 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 supplemental circular of the Company dated 11 July 2011.