



# BINGO GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8220)

## PROXY FORM

Form of proxy for use by the shareholders of Bingo Group Holdings Limited (the "Company") at the extraordinary general meeting (the "EGM") to be held at The Foreign Correspondents' Club, 2 Lower Albert Road, Central, Hong Kong on Tuesday, 2 August 2011 at 11:00 a.m. (or as soon as possible after conclusion or adjournment of the annual general meeting of the Company to be convened at 10:00 a.m. on the same day and at the same place) (or any adjournment thereof)

(Terms used in this form of proxy have the same meanings as defined in the notice convening the EGM (the "Notice")).

I/We, (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_  
shares of HK\$0.02 each in the capital of the Company, hereby appoint (Note 3) \_\_\_\_\_

or failing him, the chairman of the EGM as my/our proxy to attend and vote for me/us and on my/our behalf at the EGM to be held at The Foreign Correspondents' Club, 2 Lower Albert Road, Central, Hong Kong on Tuesday, 2 August 2011 at 11:00 a.m. (or as soon as possible after conclusion or adjournment of the annual general meeting of the Company to be convened at 10:00 a.m. on the same day and at the same place) (or any adjournment thereof) on the resolution as indicated below:

ORDINARY RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
1. To approve the Transfer Agreement and all transactions contemplated thereunder as set out in the Notice		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011. Shareholder's signature \_\_\_\_\_ (Note 5, 6 and 7)

### Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (2) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- (3) Please insert the name of the proxy desired. If no name is inserted, the chairman of the EGM will act as your proxy. Any alteration made to this form of proxy must be initialled by the person(s) who signs it. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM.
- (4) Please indicate with an (X) in the appropriate space beside the resolution how you wish the proxy to vote on your behalf. Failure to complete any or all boxes will entitle your proxy to cast his vote on the relevant resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the Notice.
- (5) This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
- (6) In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (7) To be valid this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority shall be deposited with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Center, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting thereof.
- (8) A proxy need not be a member of the Company but must attend the EGM in person to represent you.