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 the Cayman Islands with limited liability)

(Stock Code: 8220)

(1) PROPOSED GRANT OF GENERAL MANDATES TO ALLOT AND ISSUE NEW SHARES AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the "**Annual General Meeting**") of the Company to be held at 10/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Tuesday, 9 September 2025 at 11:30 a.m. is set out on pages 19 to 23 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 Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, 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 (i.e. not later than 11:30 a.m. (Hong Kong Time) on Sunday, 7 September 2025) 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 form of proxy shall be deemed to be revoked.

This circular will remain on the "Latest Company Announcements" page of the Stock Exchange at www.hkexnews.hk for seven days from the date of its publication and on the website of the Company at www.bingogroup.com.hk.

30 July 2025

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

"AGM" or "Annual General Meeting"	the annual general meeting of the Company to be convened and held at 10/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Tuesday, 9 September 2025 at 11:30 a.m. to consider and, if thought fit, approve, among other things, the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the proposed re-election of Directors
"Articles of Association"	the existing second amended and restated articles of association of the Company, and the "Article" shall mean an article of the Articles of Association
"Board"	the board of Directors from time to time
"Branch Share Registrar"	the branch registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
"CCASS"	the Central Clearing and Settlement System operated by the Hong Kong Securities Clearing Company Limited
"close associate(s)"	has the meaning ascribed to this term under the GEM Listing Rules
"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
"connected person(s)"	has the meaning ascribed to it under the GEM Listing Rules
"Director(s)"	the director(s) of the Company from time to time
"GEM"	GEM operated by 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 exercise the power of the Company to allot, issue and deal with Shares (including any sale or transfer of any Treasury Shares out of treasury) up to a maximum of 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the ordinary resolution granting such mandate
"Group"	the Company and all of its subsidiaries from time to time
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	23 July 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Repurchase Mandate"	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the ordinary resolution granting such mandate
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
"Share(s)"	ordinary share(s) of HK$0.1 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s) from time to time
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers and Share Buy-backs
"Treasury Shares"	has the meaning ascribed to it under the GEM Listing Rules
"HK$"	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 the Cayman Islands with limited liability)

(Stock Code: 8220)

Executive Directors:
Mr. CHIAU Sing Chi
Ms. CHOW Man Ki Kelly
Mr. LAU Man Kit
Ms. CHOW Nga Chee Alice
Mr. YIP Yiu Bong
Ms. TSANG Fung Chu

Independent non-executive Directors:
Ms. CHOI Mei Ping
Mr. TSUI Wing Tak
Ms. CHAN Yuet Ching

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1–1111
Cayman Islands

Principal place of business in Hong Kong:
Unit 202, 2/F
Chinaweal Centre
414–424 Jaffe Road
Hong Kong

30 July 2025

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED GRANT OF GENERAL MANDATES TO ALLOT AND ISSUE NEW SHARES AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

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

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for (i) the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate to the Directors; (ii) the re-election of Directors; and (iii) the notice of the AGM.

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 (including the extended 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 (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (including any sale or transfer of any Treasury Shares out of treasury but other than by way of rights issue or pursuant to a share option scheme for eligible persons 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 number of issued Shares (excluding any Treasury 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 authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 103,494,466 Shares in issue. Subject to the passing of the resolutions 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 20,698,893 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 (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the number of issued Shares (excluding any Treasury Shares) as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval 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 10,349,446 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 approval 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 circular. The explanatory statement contains all the requisite information required 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 Repurchase Mandate.

RE-ELECTION OF DIRECTORS

According to Article 84(1), at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that notwithstanding anything herein, the chairman of the Board and/or the managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year.

Accordingly, Ms. CHOW Man Ki Kelly (executive Director), Ms. CHOI Mei Ping (independent non-executive Director ("**INED**")) and Ms. CHAN Yuet Ching (INED) shall retire from office by rotation at the AGM. Each of the above retiring Directors will be eligible for re-election as executive Director/INED (as the case may be) 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.

Procedure and Process for Nomination of INEDs

The Nomination Committee will recommend to the Board for the appointment of an INED in accordance with the following procedures and process:

(i) The Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;

(ii) The Nomination Committee may consult any source it considers appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from a third party agency firm and proposals from the Shareholders with due consideration given to the criteria which include but are not limited to:

  (a) Diversity in the aspects, amongst others, of gender, age, cultural and educational background, professional experience, skills, knowledge and length of service;

  (b) Commitment for responsibilities of the Board in respect of available time and relevant interest;

  (c) Qualifications, including accomplishment and experience in the relevant industries in which the Group's business is involved;

  (d) Independence;

  (e) Reputation for integrity;

  (f) Potential contributions that the individual can bring to the Board; and

  (g) Plan(s) in place for the orderly succession of the Board.

(iii) The Nomination Committee may adopt any process it considers appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third party reference checks;

(iv) The Nomination Committee will consider a broad range of candidates who are in and outside of the Board's circle of contacts;

(v) Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;

(vi) The Nomination Committee will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate;

(vii) The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment, and the Remuneration Committee will make the recommendation to the Board on the policy and structure for the remuneration;

(viii) The Board may arrange for the selected candidate to be interviewed by the members of the Board who are not members of the Nomination Committee and the Board will thereafter deliberate and decide the appointment as the case may be; and

(ix) All appointment of INEDs will be confirmed by the filing of the consent to act as Director of the relevant INED (or any other similar filings requiring the relevant INED to acknowledge or accept the appointment as Director, as the case may be) to be filed with the relevant regulatory authorities, if required.

Recommendation of the Nomination Committee

The Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the INEDs for the year ended 31 March 2025 and thereafter up to 27 June 2025 based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that all of them remain independent. In addition, the Nomination Committee had evaluated the performance of each of the Retiring Directors namely Ms. CHOW Man Ki Kelly, Ms. CHOI Mei Ping and Ms. CHAN Yuet Ching, for the year ended 31 March 2025, their performance was satisfactory. Among the Retiring Directors, Ms. CHOI Mei Ping has served the Company for more than nine years during which period they have provided professional advice and insight to the Board. She has in-depth understanding of the Group's business and operation and have also demonstrated strong independence by providing impartial views and comments at the Board and/or Board committee meetings during their tenure of office. Ms. CHOI Mei Ping does not have taken part in the day-to-day management of the Company. The Nomination Committee considered that the long service will not affect her exercise of independent judgment and was satisfied that she has the required integrity and experience to continue fulfilling the role of INED. Based on the above consideration, the Nomination Committee nominated the Retiring Directors to the Board for it to propose to Shareholders for re-election at the AGM.

As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

The biographical details (including the number of the other public companies' directorship) of each of the Retiring Directors to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements under the GEM Listing Rules.

Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the Retiring Directors) is disclosed in the Directors and Senior Management, and Corporate Governance Report of the 2024/25 Annual Report of the Company.

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

AGM

A notice convening the AGM to be held at 10/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Tuesday, 9 September 2025 at 11:30 a.m. is set out on pages 19 to 23 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 and the re-election of Directors.

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 Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, 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 (i.e. not later than 11:30 a.m. (Hong Kong Time) on Sunday, 7 September 2025) 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 form of proxy shall be deemed to be revoked.

All 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.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 4 September 2025 to Tuesday, 9 September 2025, both days inclusive during which period, no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all transfers of Shares accompanied by the relevant share certificates and transfer forms should be lodged for registration with the Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not later than 4:30 p.m. (Hong Kong Time) on Wednesday, 3 September 2025.

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.

RECOMMENDATION

The Directors consider (i) the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate to the Directors; and (ii) the 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.

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 circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board of
Bingo Group Holdings Limited
LAU Man Kit
Executive Director

This appendix serves as an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorising 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 103,494,466 Shares in issue as at the Latest Practicable Date, would result in 10,349,446 Shares (representing approximately 10% of the number of the issued Shares (excluding any Treasury Shares) as at the date of passing of the resolution), 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 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. SOURCE OF FUNDS

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of the Cayman Islands and the GEM Listing Rules. The laws of the Cayman Islands provide that the amount of capital paid in connection with 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 2025) 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. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their respective close 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. GENERAL

The Directors will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has confirmed that this Appendix (serving as an explanatory statement on the Repurchase Mandate) contains the information required under Rule 13.08 of the GEM Listing Rules and that this explanatory statement and the proposed repurchases of Shares to be made by the Company in the event that the Directors exercise the powers of the Company to repurchase any Shares pursuant to ordinary resolution no. 5 to be proposed at the AGM do not have any unusual features.

The Company may cancel any Shares it repurchased and/or hold such Shares as Treasury Shares following settlement of any such repurchase subject to, amongst other factors, market conditions and the Group's capital management needs at the relevant time of the repurchase(s).

To the extent permitted by the applicable laws of the Cayman Islands, for any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those Shares were registered in the Company's own name as Treasury Shares, which may include an approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS, and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

7. 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)	Capacity and nature of interest	Number of Shares	Approximate percentage of shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
CHIAU Sing Chi ("**Mr. CHIAU**")	Beneficial owner	2,757,352 (L)	2.67%	2.96%
	Held by trust *(Note 1)*	40,212,124 (L)	38.85%	43.17%
	Interest in underlying shares *(Note 2)*	69,193,553 (L)	66.86%	74.29%
CHOW Man Ki Kelly	Held by trust *(Note 1)*	40,212,124 (L)	38.85%	43.17%
	Interest in underlying shares *(Note 3)*	956,644 (L)	0.93%	1.03%
Sinostar FE (PTC) Limited	Trustee of a trust	40,212,124 (L)	38.85%	43.17%
Treasure Offshore Holdings Limited *(Note 4)*	Interest in corporation	40,212,124 (L)	38.85%	43.17%
Beglobal Investments Limited *(Note 5)*	Beneficial interest	32,962,124 (L)	31.85%	35.39%
	Interest in corporation	7,250,000 (L)	7.00%	7.78%

(L) denotes long position

Notes:

1. these shares are registered in the name of Beglobal Investments Limited and Golden Treasure Global Investment Limited. Beglobal Investments Limited and Golden Treasure Global Investment Limited are companies indirectly owned by a discretionary trust, the discretionary objects of which are Mr. CHIAU Sing Chi, Ms. CHOW Man Ki Kelly and their family.

2. These 69,193,553 underlying Shares include 69,090,909 underlying Shares which may be allotted and issued upon exercise by Mr. CHIAU of the conversion rights attached to the zero coupon unsecured unlisted convertible bonds due 2025 in the principal amount of HK$19,000,000 issued by the Company to Mr. CHIAU ("**Convertible Bonds**") pursuant to the terms thereof; and 102,644 underlying Shares which may be allotted and issued upon exercise of the share options granted to Mr. CHIAU pursuant to the terms thereof.

3. These underlying Shares may be allotted and issued upon exercise of the share options granted to Ms. CHOW Man Ki Kelly pursuant to the terms thereof.

4. Mr. CHIAU, Ms. CHOW Man Ki, Kelly and their family are the beneficiaries of a discretionary trust of which Sinostar FE (PTC) Limited ("**Sinostar**") is the trustee. Sinostar as the trustee of the discretionary trust is the sole shareholder of Treasure Offshore Holdings Limited, which is the sole shareholder of Beglobal Investments Limited.

5. Beglobal Investments Limited directly holds 32,962,124 shares of the Company (representing approximately 31.85% of the issued share capital of the Company) and indirectly holds 7,250,000 shares of the Company (representing approximately 7.00% of the issued share capital of the Company) through Golden Treasure Global Investment Limited.

On the basis of the current shareholdings of the above Shareholders, the Directors aware that there is a consequences which may arise under rule 26 and 32 of the Takeovers Code as a consequence of any repurchase made under the Repurchase Mandate.

However, 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 any of the above Shareholder(s) 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%.

8. 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.

9. SHARE PRICES

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

	Highest	Lowest
	HK$	*HK$*
2024		
July	1.27	1.09
August	1.97	1.12
September	3.08	1.91
October	2.77	1.83
November	2.48	1.89
December	3.21	2.28
2025		
January	4.10	2.95
February	4.60	3.50
March	4.26	3.39
April	4.00	2.80
May	3.68	2.96
June	3.66	3.10
July (up to the Latest Practicable Date)	4.94	3.49

Detail 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:

(1) Ms. CHOW Man Ki Kelly ("Ms. Kelly Chow")

Ms. Kelly Chow, aged 66, was appointed as an executive Director and a member of each of remuneration committee and nomination committee of the Company. She has over 20 years' ample experience in movie production and distribution as well as licensing businesses. She is currently directors of certain subsidiaries of the Company.

Ms. Kelly Chow is a sister of Mr. CHIAU Sing Chi, an executive Director and a substantial shareholder of the Company.

As at the Latest Practicable Date, Ms. Kelly Chow has not held any other major appointment and professional qualification. She did not hold any directorship in other listed public companies in the last three years. Save as disclosed above, Ms. Kelly Chow does not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Kelly Chow is deemed to be interested in 40,212,124 shares of the Company through Beglobal Investments Limited, which is ultimately owned by Sinostar FE (PTC) Limited of which she is one of the discretionary beneficiaries and she held 956,644 Options, which were still outstanding. Save as aforesaid, Ms. Kelly Chow does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of SFO.

Pursuant to the appointment letter entered into between Ms. Kelly Chow and the Company dated 3 January 2014, Ms. Kelly Chow's appointment has been effective from 6 January 2014 and she is not appointed for a specific term but subject to retirement by rotation and re-election at the annual general meetings in accordance with the Articles of Association. Either the Company or Ms. Kelly Chow may terminate the appointment by serving not less than two months' notice in writing or paying to the other party two months' director's fee in lieu of notice. Ms. Kelly Chow received director's remuneration of the Company of HK$120,000 during the year ended 31 March 2025, which are determined with reference to her responsibilities, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, there was no other information relating to Ms. Kelly Chow that was required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

(2) Ms. CHOI Mei Ping ("Ms. Choi")

Ms. Choi, aged 53, was appointed as an independent non-executive Director in November 2014. Ms. Choi has approximately 20 years' ample marketing experience in the airline industry. Ms. Choi is currently working in an international airline company.

As at the Latest Practicable Date, Ms. Choi has not held any other major appointment and professional qualification. Ms. Choi did not hold any directorship in other listed public companies in the last three years. Ms. Choi does not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders of the Company. Ms. Choi does not hold any position with the Company or other members of the Group.

As at the Latest Practicable Date, Ms. Choi does not have any interest in the shares of the Company within the meaning of Part XV of SFO. Pursuant to the appointment letter entered into between Ms. Choi and the Company dated 13 November 2014, the appointment of Ms. Choi was effective from 14 November 2014 and Ms. Choi was not appointed for a specific term but subject to retirement by rotation and re-election at the annual general meetings in accordance with the Articles of Association.

Either the Company or Ms. Choi may terminate the appointment by serving not less than one month's notice in writing or paying to the other party one month's director's fee in lieu of notice.

Ms. Choi was entitled to receive a fixed monthly director's fee of HK$10,000 plus discretionary performance-based bonus, which is determined with reference to her responsibilities, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, Ms. Choi 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. As at the Latest Practicable Date, Ms. Choi does not have any relationship and material interest 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 (as defined under Part XV of SFO) of the Company.

Save as disclosed above, there was no other information relating to Ms. Choi that was required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders and the Stock Exchange in relation to her re-election as an independent non-executive Director.

(3) Ms. CHAN Yuet Ching (formerly known as ("Ms. CHAN Suk Wah")) ("Ms. Chan")

Ms. Chan, aged 42, was appointed as an independent non-executive Director in July 2022. Ms. Chan is currently a manager of a corporate secretarial services company in Hong Kong and a member of the Hong Kong Institute of Certified Public Accountants. Ms. Chan holds a degree in Bachelor of Commerce (Accounting & Accounting Technology) from Curtin University of Technology. She has over 10 years' accounting and company secretarial experience in listed companies in Hong Kong.

Save as disclosed above, as at the Latest Practicable Date, Ms. Chan has not held any other major appointment and professional qualification. She did not hold any directorship in other listed public companies in the last three years. Ms. Chan does not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders of the Company. She does not hold any position with the Company or other members of the Group.

As at the Latest Practicable Date, Ms. Chan does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Ms. Chan is entitled to receive a fixed monthly directors' fee of HK$10,000 plus discretionary performance based bonus, which is determined with reference to her responsibilities, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of GEM Listing Rules and there are no other matters relating to the re-election of Ms. Chan as an independent non-executive Director that need to be brought to the attention of the Shareholders.

BINGO GROUP HOLDINGS LIMITED
比高集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8220)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Bingo Group Holdings Limited (the "**Company**") will be held at 10/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Tuesday, 9 September 2025 at 11:30 a.m., for the purpose to, as ordinary business, consider and if thought fit, passing the following ordinary resolutions with or without amendments:

ORDINARY RESOLUTIONS

1. to receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the "**Directors**") and auditors of the Company for the year ended 31 March 2025;

2. (a) to re-elect Ms. CHOW Man Ki Kelly as executive Director;

   (b) to re-elect Ms. CHOI Mei Ping as independent non-executive Director;

   (c) to re-elect Ms. CHAN Yuet Ching as independent non-executive Director; and

   (d) to authorise the board of Directors to fix the Directors' remuneration;

3. to re-appoint Cheng & Cheng Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration;

To, as special business, consider and, if thought fit, pass the following resolution as ordinary resolutions with or without amendments: —

4. "**THAT**:

   (a) subject to paragraph (c) below, pursuant to the Rules (the "**GEM Listing Rules**") Governing the Listing of Securities on the GEM operated by The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise

by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the "**Shares**") (including any sale or transfer of Treasury Shares (the "**Treasury Shares**"), which shall have the meaning ascribed to it under the GEM Listing Rules, out of treasury) and to make or grant offers, agreements and options, including warrants to subscribe for 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) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);

(c) the aggregate number of Shares (including any sale or transfer of any Treasury Shares out of treasury) allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue 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 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, shall not exceed the aggregate of:

(aa) 20 per cent. of the aggregate number of the issued shares of the Company (excluding any Treasury Shares) on the date of the passing of this resolution; and

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of the issued Shares (excluding any Treasury Shares) on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes 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 Act (As Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

"**Rights Issue**" means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to 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 recognised regulatory body or any stock exchange outside Hong Kong)."

5. "**THAT**:

(a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act (As Revised) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate issued Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10 per cent. of the aggregate number of the issued Shares (excluding any Treasury Shares) as at 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 purposes 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 Act (As Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution."

6. "**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the number of the issued shares of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution."

By order of the board of Directors
Bingo Group Holdings Limited
LAU Man Kit
Executive Director

Hong Kong, 30 July 2025

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1–1111
Cayman Islands

Principal place of business in Hong Kong:
Unit 202, 2/F
Chinaweal Centre
414–424 Jaffe Road
Hong Kong

Notes:

1. A member entitled to attend and vote at the annual general meeting 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 annual general meeting 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. A form of proxy for use at the annual general meeting is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of

such power or authority, at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish and in such event, the proxy shall be deemed to be revoked.

3. In the case of joint holders of shares, any one of such holders may vote at the annual general meeting, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the annual general meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holder.

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 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 this circular.

6. The register of members of the Company will be closed from Thursday, 4 September 2025 to Tuesday, 9 September 2025 (both days inclusive) during which period no transfer of Shares will be effected for the purpose of determining the Shareholders who are entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all completed share transfer instruments accompanied by the relevant share certificate(s) should be lodged for registration with the Tricor Investor Services Limited, the Company's Hong Kong share registrar and transfer office, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 3 September 2025. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the AGM is therefore Tuesday, 9 September 2025.

7. If Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 8:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will publish an announcement on the website of the Company at www.bingogroup.com.hk and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.