



TLT LOTTOTAINMENT GROUP LIMITED

彩娛集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 8022)

Form of Proxy for Extraordinary General Meeting to be held at 10:00 a.m. on Wednesday, 23 March 2011

I/We^(Note 1), _____
of _____,
being the registered holder(s) of _____ shares^(Note 2) of HK\$0.01
each in the capital of TLT Lottotainment Group Limited ("Company") hereby appoint the Chairman of the Meeting
or ^(Note 3) _____
of _____
as my/our proxy to attend and act for me/us at the Extraordinary General Meeting (or at any adjournment thereof) of the
Company to be held at 10:00 a.m. on Wednesday, 23 March 2011 at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road,
Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice
convening the meeting and at the meeting (or at any adjournment thereof) to vote for me/ us in my/our name(s) in respect of
the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To approve the agreement dated 15 February 2011 in relation to a proposed restructuring of the existing promissory note issued by the Company and the transactions contemplated thereunder		

Dated the _____ day of _____ 2011 Shareholder's Signature^(Note 5) _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and, on a poll, vote in his/her stead. A proxy need not be a member of the Company.
- (2) Please insert the number of shares of HK\$0.01 each registered in your name(s) and to which this form of proxy relates; if no such number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- (3) If any proxy other than the chairman of the meeting is desired, you must delete the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy.
- (4) If you wish to vote for a resolution, please tick appropriate box marked "For". If you wish to vote against a resolution, please tick appropriate box marked "Against". Failure to complete the boxes will entitle your proxy to cast his/her votes at his/her discretion.
- (5) This form of proxy must be signed and dated by you or your attorney duly authorised in writing, or, if you are a corporation, this form of proxy must either be executed under common seal or under the hand of an officer or attorney so authorised.
- (6) In the case of joint holders of a share, any one of such holders may vote at the meeting either in person or by proxy in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, then the one of such holders whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- (7) Any alteration made to this form of proxy must be initialled by the shareholder who signs it.
- (8) In order to be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed or certified copy thereof, must be deposited at the share registrar of the Company, Hong Kong Registrars Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the meeting or any adjourned thereof.
- (9) Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting and, in such event, this form of proxy will be deemed to have been revoked.