



TLT LOTTOTAINMENT GROUP LIMITED

彩娛集團有限公司

(Incorporated in Hong Kong with limited liability)

(STOCK CODE: 8022)

PROXY FORM

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 18 OCTOBER 2011 OR AT ANY ADJOURNMENT THEREOF

I/We, ^(note a) _____
of _____
being the registered holder(s) of _____ share(s) ^(note b) of HK\$0.01 each in the share capital of TLT Lottotainment Group Limited (the "Company") hereby appoint the chairman of the meeting or ^(note c) _____
of _____

to act as my/our proxy to attend the extraordinary general meeting of the Company (the "Meeting") (or any adjournment thereof) to be held at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong on Tuesday, 18 October 2011 at 11:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions set out in the notice convening the Meeting, and to vote for me/us at the Meeting as indicated below, and if no such indication is given, as my/our proxy thinks fit.

	Resolutions	For ^(note d)	Against ^(note d)
1.	To approve the Share Consolidation (as defined in the circular of the Company dated 3 October 2011 (the "Circular")) and the transactions contemplated thereunder.		
2.	To approve the Subscription Agreement (as defined in the Circular) and the transactions contemplated thereunder.		
3.	To approve the appointment of Mr. Lee Chi Shing, Caesar as the executive director of the Company and to authorise the board of directors of the Company to fix his remuneration.		

* Full text of each of the relevant resolutions is set out in the notice of the Meeting dated 3 October 2011

Dated the _____ day of _____ 2011 Signature _____ ^(note e)

Notes:

- a Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- b Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words "the chairman of the meeting or" and insert the name and address of the person appointed as proxy in the space provided.
- d If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any of the resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those set out in the notice convening the Meeting.
- e The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- f In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- g 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 notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjourned meeting thereof. Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjourned meeting thereof should you so wish. In such event, this form of proxy shall be deemed to be revoked.
- h Any alteration made to this form should be initialled by the person who signs the form.