



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 use at the Extraordinary General Meeting of the Company to be held at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong on 24 February 2012 at 11:00 a.m. (or any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of _____² ordinary share(s) of HK\$0.050 each
in the capital of TLT Lottotainment Group Limited (the “**Company**”), HEREBY APPOINT
_____ of _____
or failing him/her, the Chairman of the meeting³, as my/our proxy to act for me/us at the extraordinary general meeting of the Company (the “**EGM**”) (or any adjournment thereof), to be held at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong on 24 February 2012 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions set out in the notice convening the EGM, and to vote for me/us at the EGM as indicated below, and if no such indication is given, as my/our proxy thinks fit.

Resolutions		For ⁴	Against ⁴
1.	To pass the ordinary resolution no.1(a) and (b) set out in the notice of the EGM		

Signature(s)⁵ _____ Date _____ 2012

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of ordinary shares of the Company (the “**Shares**”) registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those Shares registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED “FOR” THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED “AGAINST” THE RELEVANT RESOLUTION. Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than that referred to in the notice convening the EGM.
5. This form of proxy must be signed by you or your attorney duly authorised 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 or other person duly authorised.
6. In order to be valid, this form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 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 holding of the EGM or any adjournment thereof.
7. Where there are joint registered holders of any Share, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
8. The proxy need not be a shareholder of the Company but must attend the EGM in person to represent you.
9. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.