



TLT LOTTOTAINMENT GROUP LIMITED

彩娛集團有限公司

(Incorporated in Hong Kong with limited liability)

(STOCK CODE: 8022)

PROXY FORM FOR ANNUAL GENERAL MEETING

I/We⁽¹⁾ _____
of _____
being the registered holder(s) of _____ shares⁽²⁾ of HK\$0.05 each in the capital of TLT Lottotainment Group Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or⁽³⁾ _____
of _____

as my/our proxy to vote and act for me/us at the annual general meeting (and at any adjournment thereof) of the Company to be held at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong on 4 June 2012 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2011.		
2	a) To re-elect:		
	i) Mr. Cheung Man Yau, Timothy as Executive Director		
	ii) Ms. Yip Man Yi as Executive Director		
	iii) Mr. Lee Chi Shing, Caesar as Executive Director		
	iv) Ms. Cheng Sze Man as Executive Director		
	v) Mr. Chan Yun Fai as Executive Director		
	vi) Mr. Au Yeung Yiu Chung as Executive Director		
	vii) Mr. Li Kwok Chu as Independent Non-executive Director		
	viii) Mr. Chiu Koon Shou as Independent Non-executive Director		
b) To authorize the board of directors to fix the remuneration of Directors			
3	To re-appoint Messrs. Ting Ho Kwan & Chan, Certified Public Accountants (Practising), as auditors of the Company and authorise the board of directors to fix their remuneration.		
4	To grant a general mandate to the board of directors to allot, issue and deal with additional shares in the Company, not exceeding 20% of the issued share capital of the Company as at the date of the passing of this resolution.		
5	To grant a general mandate to the board of directors to repurchase shares in the Company, not exceeding 10% of the issued share capital of the Company as at the date of the passing of this resolution.		
6	Conditional on the passing of resolutions 4 and 5 to extend the general mandate granted by resolution 4 by adding thereto the shares purchased pursuant to the general mandate granted by resolution 5.		

Dated this _____ day of _____ 2012 Signed⁽⁵⁾ _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares of HK\$0.05 each in the Company to which this form of proxy relates 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).
- If any proxy other than the Chairman is preferred, strike out the words "the Chairman of the Meeting or" herein stated and insert the name and address of the proxy desired in the space provided in BLOCK CAPITAL. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "AGAINST". Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- 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 duly authorised.
- In the case of joint registered holders of any share, any one of such persons may vote at the meeting 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 meeting personally or by proxy, the vote of the senior who tenders a vote will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of such share.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for the holding of the meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the annual general meeting if you so wish.
- Any alteration made in this form of proxy must be initialled by the person who signs it.