



# 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 on 28 day, March 2013 at 11:00 a.m. (or any adjournment thereof)

I/We <sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>2</sup> ordinary share(s) of HK\$0.5 each in the capital of TLT Lottotainment Group Limited (the "Company"), HEREBY APPOINT \_\_\_\_\_  
of \_\_\_\_\_

or failing him/her, the Chairman of the meeting<sup>3</sup>, 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 Thursday, 28 March 2013 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the following resolution 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.

	Resolution	For <sup>4</sup>	Against <sup>4</sup>
(a)	the Proposed Terms under the Extension Agreement and the Proposed Amendments under the Further Supplemental Deed (as defined in the circular to the shareholders of the Company dated 13 March 2013, the "Circular"), copies of which has been produced to this meeting marked "A" and "B" respectively and signed by the chairman of this meeting for identification purpose, the terms and conditions contained therein and the implementation thereof be and are hereby approved, ratified and confirmed and any one or more of the directors of the Company (the "Directors") be and is/are hereby authorised for and on behalf of the Company to execute (and, if necessary, affix the common seal of the Company to) any such other documents, instruments and agreements and to do any such acts or things as may be deemed by him/her/them in his/her/their absolute discretion to be necessary or incidental to, ancillary to or in connection with or otherwise in relation to the Extension Agreement and the Further Supplemental Deed; and		
(b)	subject the passing of resolution (a) set out in the notice of the Meeting, the allotment and issue of an aggregate of a maximum of 56,160,000 new shares of HK\$0.50 par value each in the capital of the Company (the "Conversion Shares") to the Noteholder (as defined in the Circular) at an issue price of HK\$0.50 per Conversion Shares (as defined in the Circular) in accordance with the terms and conditions of the Conditions (as defined in the Circular) and the Extension Agreement and the Further Supplemental Deed, be and is hereby approved and the Conversion Shares shall, when allotted and issued, rank pari passu in all respects with the existing shares of the Company in issue at the date of allotment of such new shares and further that the Directors be and are hereby granted a specific mandate (the "Specific Mandate") to exercise the power of the Company to allot and issue the Conversion Shares, credited as fully paid, pursuant to the Conditions and the Extension Agreement and the Further Supplemental Deed and the Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to passing of this resolution."		

Signature(s) <sup>5</sup> \_\_\_\_\_

Date \_\_\_\_\_

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 INITIALED 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 printer thereon together with the power of attorney or other authority, if any, under which it is signed or a notorially 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.