



# 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 Monday, 8 April 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\$0.50 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 Monday, 8 April 2013 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.

	Ordinary Resolutions	For <sup>4</sup>	Against <sup>4</sup>
1.	<p><b>THAT</b></p> <p>(a) the authorised share capital of the Company of HK\$100,000,000 comprising of 200,000,000 shares of HK\$0.50 each (the "Shares") be and is hereby increased to HK\$1,000,000,000 comprising of 2,000,000,000 Shares, by the creation of an additional 1,800,000,000 Shares; and</p> <p>(b) the directors of the Company be and are hereby authorised to do all other acts and things and execute all documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the transactions contemplated under resolution 1(a) above.</p>		
2.	<p><b>THAT</b> subject to the fulfillment of the conditions set out in the underwriting agreement dated 5 February 2013 (the "Underwriting Agreement") in respect of the proposed open offer by the Company and entered into between the Company and Quest Stockbrokers (HK) Limited (the "Underwriter") (a copy of the Underwriting Agreement has been produced to the Meeting marked "A" and signed by the Chairman of the Meeting for the purpose of identification):</p> <p>(a) the allotment and issue of not less than 131,294,226 offer shares but not more than 131,635,698 offer shares (the "Offer Shares") by way of open offer to the holders of Shares (the "Shareholders") at the offer price of HK\$0.50 per Offer Share in the proportion of two Offer Shares for every one existing Share held by the Shareholders whose names appear on the register of members of the Company on Thursday, 18 April 2013 (the "Record Date") (the "Open Offer") as described in further details in a circular issued by the Company dated 19 March 2013 of which the notice convening this Meeting forms part and on and subject to such terms and conditions as may be determined by the directors of the Company, be and is hereby approved, confirmed and ratified;</p> <p>(b) the directors of the Company be and are hereby authorised to allot and issue the Offer Shares pursuant to or in connection with the Open Offer notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing shareholdings of the Shareholders and, in particular, the directors of the Company may make such exclusions or other arrangements in relation to Shareholders whose addresses as of the Record Date are outside of Hong Kong (if any) as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong, and to do all such acts and things as they consider necessary, desirable or expedient to give effect to any or all other transactions contemplated in this resolution; and</p> <p>(c) the directors of the Company be and is hereby authorised to do all acts and things in connection with the allotment and issue of the Offer Shares, the implementation of the Open Offer and the Underwriting Agreement, the exercise or enforcement of any of the Company's rights under the Underwriting Agreement and to make and agree such variations of the terms of the Underwriting Agreement as they may in their discretion consider to be appropriate and in the interests of the Company.</p>		

Signature(s)<sup>5</sup> \_\_\_\_\_ Date \_\_\_\_\_ 2013

**Notes:**

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- 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).
- 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.
- 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.
- 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.
- 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.
- 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/she 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.
- The proxy need not be a shareholder of the Company but must attend the EGM in person to represent you.
- 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.