

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED

本申請表格必須整份交回方為有效

Application Form No.
申請表格編號

IMPORTANT
重要提示

THIS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON THURSDAY, 12 DECEMBER 2013.
本申請表格具有價值，但不可轉讓，並僅供下列合資格股東使用。二零一三年十二月十二日(星期四)下午四時正後不得提出申請。
IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS APPLICATION FORM OR AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.
閣下如對本申請表格之任何方面或應採取之行動有任何疑問，應諮詢閣下之持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。
If you have sold or transferred all your shares in TLT Lottotainment Group Limited (the "Company"), you should at once hand this Application Form and the accompanying prospectus of the Company dated 28 November 2013 (the "Prospectus") to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.
閣下如已將名下彩娛集團有限公司(本公司)之股份全部售出或轉讓，應立即將本申請表格及隨附本公司所刊發日期為二零一三年十一月二十八日之章程(章程)送交買主或承讓人，或經手買賣或轉讓之銀行經理、持牌證券交易商或註冊證券機構或其他代理，以便轉交買主或承讓人。
A copy of the Prospectus Documents, together with other documents mentioned in the paragraph headed "DOCUMENTS DELIVERED TO THE REGISTRARS OF COMPANIES" in Appendix III to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 38D of the Companies Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of any of these Documents.
公開發售文件連同章程附錄三(送呈公司註冊處處長之文件)一段所述之其他文件，已依據公司條例第38D條之規定經香港公司註冊處處長註冊。香港證券及期貨事務監察委員會及香港公司註冊處處長對該等文件之內容概不負責。
Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.
倘發售股份及紅股獲准在香港聯合交易所有限公司(聯交所)上市及買賣且符合香港中央結算有限公司(香港結算)之證券收訖規定，發售股份及紅股將獲香港結算接納為合資格證券，自發售股份及紅股在聯交所開始買賣之日期或香港結算指定之其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後第二個交易日透過中央結算系統進行交收。所有在中央結算系統進行之活動均依據不時生效之中央結算系統一般規則及中央結算系統運作程序進行。
Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Application Form.
香港交易及結算所有限公司、聯交所及香港結算對本申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本申請表格全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。
Terms used herein shall have the same meanings as defined in the Prospectus unless the context otherwise requires.
除文義另有所指外，本申請表格所用詞彙與章程所界定者具相同涵義。
This Application Form and all acceptances pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong.
本申請表格及據此提出之所有接納須受香港法律監管並按其詮釋。

Branch share registrar in Hong Kong
Hong Kong Registrars Limited
Shops 1712-1716
17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

香港股份過戶登記分處
香港證券登記有限公司
香港灣仔
皇后大道東183號
合和中心17樓
1712-1716號舖



TLT LOTTOTAINMENT GROUP LIMITED
彩娛集團有限公司

(Incorporated in Hong Kong with limited liability)
(於香港註冊成立之有限公司)
(Stock Code: 8022)
(股份代號: 8022)

OPEN OFFER
OF 140,034,226 OFFER SHARES
AT HK\$0.50 PER OFFER SHARE ON THE BASIS OF TWO OFFER SHARES
FOR EVERY THREE EXISTING SHARE HELD ON THE RECORD DATE
PAYABLE IN FULL ON APPLICATION (WITH BONUS SHARES IN
THE PROPORTION OF THREE BONUS SHARES FOR EVERY
TWO OFFER SHARES TAKEN UP UNDER THE OPEN OFFER)
按於記錄日期每持有三股現有股份
獲發兩股發售股份之基準以每股發售股份0.50港元(須於申請時繳足)
公開發售140,034,226股發售股份
(紅股按公開發售項下每承購兩股發售股份獲發三股紅股之比例發行)
PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER
THAN 4:00 P.M. ON THURSDAY, 12 DECEMBER 2013
股款須不遲於二零一三年十二月十二日(星期四)下午四時正接納時全數繳付

APPLICATION FORM
申請表格

Name(s) and address of Qualifying Shareholder(s)
合資格股東姓名及地址

Form area for Box A, B, and C, containing fields for name, address, and application details.

Application can only be made by the Qualifying Shareholder(s) named above.
認購申請僅可由上述合資格股東作出。

Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed
請於丁欄填寫申請認購之發售股份數目及隨附股款金額

Number of Shares registered in your name(s) on Wednesday, 27 November 2013
於二零一三年十一月二十七日(星期三)閣下名義登記之股份數目

Box A
甲欄

Number of Offer Shares in your assured allotment subject to payment in full on application by no later than 4:00 p.m. on Thursday, 12 December 2013
閣下獲保證配發之發售股份數目(股款須不遲於二零一三年十二月十二日(星期四)下午四時正申請時全數繳付)

Box B
乙欄

Amount payable on assured allotment if applied for in full
倘閣下申請認購全數保證配額之應繳款項

Box C
丙欄

Box D
丁欄

Number of Offer Shares applied for
申請認購之發售股份數目

Remittance enclosed (HK\$0.50 x number of Offer Shares applied for)
隨附股款(0.50港元x所申請發售股份數目)
HK\$
港元

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject to the terms and conditions mentioned in the Prospectus and this Application Form such allotment is made to the holders of Shares whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of an assured allotment in the proportion of two Offer Shares for every three existing Shares held on Wednesday, 27 November 2013.
If you wish to apply for any number of Offer Shares which is equal to or less than your assured allotment, you should complete and sign this Application Form, and lodge the form together with the appropriate remittance for the full amount payable in respect of the Offer Shares applied for with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. All remittance for application of Offer Shares under assured allotment must be made by cheque(s) or cashier order(s) in Hong Kong dollars and made payable to "TLT Lottotainment Group Limited - Open Offer Account" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application(s) for Offer Share can be made by any person who is a Prohibited Shareholder.
閣下有權透過填寫本申請表格申請認購數目相等或於上文乙欄所列閣下獲保證配發之發售股份。在章程及本申請表格所述條款及條件規限下，上述配額乃向名列本公司股東名冊並為合資格股東的股份持有人作出，基準為按於二零一三年十一月二十七日(星期三)每持有三股現有股份可獲保證配發兩股發售股份。
倘閣下申請認購數目相等或於閣下獲保證配發之發售股份，請填妥及簽署本申請表格，並將表格連同申請認購發售股份涉及之適當應繳款項之足額股款，交回本公司之香港股份過戶登記分處香港證券登記有限公司香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有申請認購保證配額之發售股份股款必須為港元款項，並須以支票或銀行本票註明抬頭人為「TLT Lottotainment Group Limited - Open Offer Account」及以「只准入抬頭人賬戶」方式劃線開出，並須符合背頁所載手續。身為受禁制股東之人士不得申請認購發售股份。

Head Office, registered office and principal place of business in Hong Kong:
總辦事處、註冊辦事處及香港主要營業地點:
Room A, 9th Floor
Fortis Tower
77-79 Gloucester Road
Wanchai
Hong Kong
香港灣仔
告士打道77至79號
富通大廈
9樓A室

28 November 2013
二零一三年十一月二十八日



**TLT LOTTOTAINMENT GROUP LIMITED**  
**彩娛集團有限公司**

(Incorporated in Hong Kong with limited liability)  
(於香港註冊成立之有限公司)

(Stock Code: 8022)  
(股份代號: 8022)

To: TLT Lottotainment Group Limited  
致: 彩娛集團有限公司

Dear Sirs,

I/We, being the registered holder(s) stated overleaf of the Shares, enclose a remittance\*\* for the amount payable in full on acceptance for the number of Offer Shares at a price of HK\$0.50 per Offer Share specified in Box B or Box D (as the case may be). I/We accept that number of Offer Shares on the terms and conditions of the Prospectus dated 28 November 2013 and subject to the memorandum of association and articles of association of the Company and I/we hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

敬啟者:

本人/吾等為背頁所列股份之登記持有人，現申請認購乙欄或丁欄(視情況而定)所指定數目之發售股份，並附上按每股發售股份0.50港元之價格計算須於接納時繳足之全數股款\*\*。本人/吾等謹此依照日期為二零一三年十一月二十八日之章程所載條款及條件，以及在 貴公司之組織章程大綱及組織章程細則所載各項規定規限下，接納有關數目之發售股份，而本人/吾等謹此承諾並同意申請數目相等於或少於與本申請有關之發售股份。本人/吾等謹此授權 貴公司將本人/吾等之姓名列入 貴公司之股東名冊，作為上述有關數目或較少數目之發售股份持有人，並將有關股份之股票按背頁地址以平郵方式寄予本人/吾等，郵誤風險概由本人/吾等承擔。本人/吾等已詳閱背頁所載各項條件及申請手續，並同意全部遵守。

Please insert daytime contact telephone number  
請填上日間聯絡電話號碼

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Signature(s) of Qualifying Shareholder(s)  
(all joint Qualifying Shareholder(s) must sign)  
合資格股東簽署  
(所有聯名合資格股東均須簽署)

(1) \_\_\_\_\_ (2) \_\_\_\_\_ (3) \_\_\_\_\_ (4) \_\_\_\_\_

Date: \_\_\_\_\_ 2013

日期: 二零一三年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Details to be filled in by Qualifying Shareholder(s):  
請合資格股東填妥以下資料:

Number of Offer Shares applied for (being the total specified in Box D, or failing which, the total specified in Box B) 申請認購發售股份數目 (丁欄或(如未有填妥)乙欄所列明之發售股份總數)	Total amount of remittance (being the total specified in Box D, or failing which, the total specified in Box C) 股款總額 (丁欄或(如未有填妥)丙欄所列明之股款總額)	Name of bank on which cheque/banker's cashier order is drawn** 支票/銀行本票之付款銀行名稱**	Cheque/banker's cashier order number 支票/銀行本票號碼
	HK\$ 港元		

NO RECEIPT WILL BE ISSUED BY THE COMPANY  
本公司將不另發收據

\*\* Cheque or banker's cashier order should be crossed "ACCOUNT PAYEE ONLY" and made payable to "TLT Lottotainment Group Limited – Open Offer Account" (see the section headed "Procedures for application" on the reverse side of this form).

\*\* 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「TLT Lottotainment Group Limited – Open Offer Account」為抬頭人劃線開出(請參閱本表格背頁「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares.

假設公開發售之條件獲達成，認購數目少於或相等於申請人獲保證配發之發售股份之有效申請將獲全數接納。倘上欄內並無填上數目，則閣下將視作申請認購已收款項所代表之發售股份數目。倘股款少於認購上欄所填數目之發售股份所須支付之股款，則閣下將視作申請認購已收款項所代表之發售股份數目。申請將視作申請認購完整之發售股份數目而作出。



## TLT LOTTOTAINMENT GROUP LIMITED

彩娛集團有限公司

(Incorporated in Hong Kong with limited liability)  
(Stock Code: 8022)

### CONDITIONS

1. No Prohibited Shareholder is permitted to apply for any Offer Shares.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer Shares in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at their own risk, at the address stated on the form(s).
3. Completion of this Application Form will constitute an instruction and authorisation by the applicant(s) to the Company and/ or Hong Kong Registrars Limited or some person(s) nominated by them for the purpose, on behalf of the applicant(s), to execute any registration of this Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the applicant(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The applicant(s) of the Offer Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as holders of the Offer Shares which they have applied for subject to the memorandum of association and articles of association of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Application(s) in respect of which cheque(s) is/are dishonoured upon first presentation are liable to be rejected.
6. Your right to apply for the Offer Shares is not transferable or renounceable.
7. The Company reserves the right to accept or refuse any application(s) for Offer Shares which does/do not comply with the application procedures set out herein.

### PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in this Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of this Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as number of Offer Shares applied for multiplied by HK\$0.50). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the applicant(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

No excess Offer Shares will be offered to the Qualifying Shareholders and any Offer Shares not taken up by the Qualifying Shareholders will be underwritten by the Underwriter.

This Application Form, when duly completed and signed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to the Company's branch share registrar and transfer office in Hong Kong, Shops 1712-1716, 17th Floor, Hopwell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:00 p.m. on Thursday, 12 December 2013. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with or banker's cashier orders must be issued by a licensed bank in Hong Kong and made payable to "TLT Lottotainment Group Limited — Open Offer Account" for Offer Shares under assured allotment and crossed "Account Payee Only". Unless this Application Form, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form has/have been received by 4:00 p.m. on Thursday, 12 December 2013, your right to apply for the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

Share certificate is expected to be posted by ordinary post to you on or before Friday, 20 December 2013 at your own risk. You will receive one share certificate for all fully-paid Offer Shares validly applied for and issued to you.

### TERMINATION OF THE UNDERWRITING AGREEMENT

If, prior to the Latest Time for Termination (provided that if the date of the Latest Time for Termination shall be a Business Day on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is or remains hoisted in Hong Kong between 9:00 a.m. and 4:00 p.m. on that day, the date of the Latest Time for Termination shall be the next Business Day on which no a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is or remains hoisted in Hong Kong between 9:00 a.m. and 4:00 p.m. on that day):

- (1) in the reasonable opinion of Underwriter A on behalf of the Underwriters, the success of the Open Offer would be materially and adversely affected by:
  - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the reasonable opinion of Underwriter A on behalf of the Underwriters materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
  - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of Underwriter A on behalf of the Underwriters materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (2) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the reasonable opinion of Underwriter A on behalf of the Underwriters is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (3) there is any change in the circumstances of the Company or any member of the Group which in the reasonable opinion of Underwriter A on behalf of the Underwriters will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any of member of the Group or the destruction of any material asset of the Group; or
- (4) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or
- (5) any other material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole whether or not ejusdem generis with any of the foregoing; or
- (6) any matter which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the reasonable opinion of Underwriter A on behalf of the Underwriters, a material omission in the context of the Open Offer; or
- (7) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of the Announcement, the circular, proxy form, notice of EGM, the Prospectus Documents or other announcements or circulars in connection with the Open Offer,

Underwriter A on behalf of the Underwriters shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.