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REXLot Holdings Limited

御泰中彩控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 555)

HOLDING ANNOUNCEMENT

Reference is made to (i) the announcements of the Company dated 29 June, 26 August, 19 October, 27 November 2015, 5 January and 11 February 2016 (the “**Announcements**”) in relation to the suspension of trading of the Company’s shares on the Stock Exchange pending the release of a clarification announcement, and (ii) the circular of the Company dated 29 February 2016 (the “**Circular**”). Capitalized terms herein shall bear the meanings as defined in the Announcements and the Circular.

The Board wishes to provide an update to the shareholders and potential investors of the Company regarding the preparation of the clarification announcement, which will include detailed responses to the allegations in the Report issued by Anonymous Analytics on 24 June 2015.

The clarification announcement is subject to clearance by the Stock Exchange. The Company and its professional advisors are working to address the latest round of comments from the Exchange and a further draft of clarification announcement is scheduled to be submitted in mid-March 2016. The Company expects that the further draft will address all the issues in the Exchange’s comments.

The Company has been working on the proposed Disposal in parallel. The Company despatched the Circular on the proposed Disposal on 29 February 2016. The proposed Disposal is subject to, amongst other conditions, shareholders’ approval at a special general meeting to be held on 18 March 2016. The Company is currently busy with the Restructuring of the Group in preparation for the Disposal. As discussed in the Circular, the net proceeds from the Disposal will firstly be applied to redeem outstanding Put Bonds. Pursuant to the Revised Proposals in relation to the Put Bonds, the Put Period End Date (as defined in the Bonds Announcements) has expired on 1 March 2016. The aggregate principal amount of the Put Bonds subject to redemption on 31 March 2016 together with accrued interest payable thereon is approximately HK\$1.87 billion.

The Board expects that after completion of the Disposal and redemption of the Put Bonds, the overall cashflow, gearing and liquidity position of the Group will improve substantially, and with a stronger financial position after the completion of the Disposal, it will allow the Company to focus on growing business in various sectors with high growth potential in the industry and take active approach to optimize the capital structure.

The Company will release its results for the financial year ended 31 December 2015 in March 2016.

The Company aims to publish the clarification announcement prior to or shortly after the completion of the Disposal and the issue of the result announcement for the financial year ended 31 December 2015.

There can be no assurance that any forward-looking statements regarding the financial position of the Group set out in this announcement and any of the matters set out herein are attainable, will actually occur or will be realised or are complete or accurate. Shareholders and/or potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. Any Shareholder or potential investor who is in doubt is advised to seek advice from professional advisors.

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended since 11:33 a.m. on 24 June 2015 and will remain suspended pending the release of the clarification announcement.

By Order of the Board
Ng Yuen Yee
Company Secretary

Hong Kong, 7 March 2016

As at the date of this announcement, the board of directors of the Company comprises two executive directors namely Mr. Chan How Chung, Victor and Mr. Boo Chun Lon and three independent non-executive directors namely Mr. Yuen Wai Ho, Mr. Chow Siu Ngor and Mr. Lee Ka Lun.