

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.

REXLot Holdings Limited

御泰中彩控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 555)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of REXLot Holdings Limited (the “**Company**”) will be held on Wednesday, 11 June 2014 at 3:30 p.m. at Suite 2601, 26/F., Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong for the purposes of considering, and if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the terms of the subscription agreement dated 9 April 2014 (the “**Subscription Agreement**”) entered into between the Company as Issuer and Daiwa Capital Markets Hong Kong Limited and Merrill Lynch Far East Limited as Managers (details relating to the Subscription Agreement are set out in the circular of the Company dated 23 May 2014 and a copy of the Subscription Agreement marked “A” has been produced to the SGM and initialled by the chairman of the SGM for the purpose of identification), to the extent that they are related to the VC Bonds (as defined below), be and are hereby approved, confirmed and ratified;
- (b) the creation and issue by the Company, pursuant to the Subscription Agreement, of the principal amount of HK\$300,000,000 of its 4.5% convertible bonds due 2019 (the “**VC Bonds**”) to Kingly Profits Corporation, be and are hereby approved;

- (c) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the New Shares (as defined below) to be allotted and issued upon the conversion of the VC Bonds, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot and issue, credited as fully paid, such number of ordinary shares (the “**New Shares**”) in the capital of the Company as may be required to be issued upon the exercise of the conversion rights attaching to the VC Bonds at an initial conversion price of HK\$1.4070 per Share (subject to adjustment pursuant to the terms of the VC Bonds), on and subject to the terms and conditions of the VC Bonds, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 11 June 2013 or the general mandate proposed to be granted to the Directors by the shareholders of the Company in the annual general meeting of the Company to be held on 11 June 2014 or such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution;
- (d) all the transactions contemplated under the Subscription Agreement in connection with the issue of the VC Bonds (collectively referred to as the “**Transactions**”) be and are hereby approved; and
- (e) the Directors be and are hereby authorised to do all such acts and things and sign and execute all such documents as they consider necessary or expedient in connection with the issue of the VC Bonds, the allotment and issue of the New Shares upon conversion of the VC Bonds and/or to give effect to the terms of, or the Transactions contemplated by, the Subscription Agreement.”

For and on behalf of the Board of
REXLot Holdings Limited
Ng Yuen Yee
Company Secretary

Hong Kong, 23 May 2014

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

*Head office and principal place of
business in Hong Kong:*

Suite 2601, 26/F., Sino Plaza
255-257 Gloucester Road
Causeway Bay
Hong Kong

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the Bye-laws, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the SGM is enclosed herewith. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, at the Company's Hong Kong branch share registrar at Tricor Standard Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof should he/she so wish, and in such event, the form of proxy will be deemed to be revoked.
3. In the case of joint holders of shares, any one of such joint holders may vote, either in person 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 are present at the SGM, whether in person or by proxy, the most senior shall alone be entitled to vote. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
4. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting on the ordinary resolution as set out above will be conducted by way of poll.

As at the date hereof, the executive directors of the Company are Mr. Chan How Chung, Victor and Mr. Boo Chun Lon. The independent non-executive directors of the Company are Mr. Yuen Wai Ho, Mr. Chow Siu Ngor and Mr. Lee Ka Lun.