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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)

(1) UPDATES ON THE PROPOSED PURCHASE OF THE BONDS BY KEEN START ; AND (2) EXTENSION OF LONG STOP DATE UNDER CB SUBSCRIPTION AGREEMENT

This announcement is made by REXLot Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the circular of the Company dated 25 April 2018 (the “**Circular**”). Unless otherwise stated, definitions used herein shall have the same meanings as those defined in the Circular.

(1) UPDATES ON THE PROPOSED PURCHASE OF THE BONDS BY KEEN START

Reference is made to the Circular, the Bond Purchase Announcements and the announcements of the Company dated 29 January 2018 and 9 May 2018.

The Company has been informed by Keen Start that Keen Start shall purchase certain 2017 Bonds and certain 2019 Bonds (the “**Relevant Bonds**”) from the 2017 Bondholders and the 2019 Bondholders, respectively. The settlement of the Relevant Bonds shall take place on 18 September 2018, that is after the blackout period for directors pursuant to Appendix 10 to the Listing Rules (which is applicable to Keen Start since it is wholly-owned by a director of the Company) in respect of the announcement of the Company’s 2018 interim results which is expected to be published in or around the end of August 2018. After completion of the purchase of the Relevant Bonds, Keen Start will hold approximately 75.01% of the aggregate principal amount of the outstanding 2017 Bonds and approximately 75.05% of the aggregate principal amount of the outstanding 2019 Bonds.

As of the date of this announcement, the aggregate outstanding principal amount of the 2017 Bonds is HK\$100,906,642.86 and the aggregate outstanding principal amount of the 2019 Bonds is HK\$551,402,486.50.

(2) EXTENSION OF LONG STOP DATE UNDER CB SUBSCRIPTION AGREEMENT

Reference is made to the Circular and the announcements of the Company dated 9 May 2018, 31 May 2018 and 7 June 2018.

The Company intends to hold the SGM at or around the same time as the Share Consolidation SGM. As the Company requires more time to finalize the circular in respect of the Share Consolidation, the Company and the Keen Start entered into side letters dated 31 May 2018 and 30 July 2018 respectively to further extend the Long Stop Date under the CB Subscription Agreement to 31 October 2018. The other terms of the CB Subscription Agreement remain unchanged.

Completion of the CB Subscription is conditional upon satisfaction of certain conditions precedent under each of the relevant transaction documents and therefore may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company and if they are in any doubt about their position, they should consult their professional advisers.

By Order of the Board
Ng Yuen Yee
Company Secretary

Hong Kong, 30 July 2018

As at the date of this announcement, the Board 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. Wong Hoi Kuen.