



LottVision

LOTTVISION LIMITED

(Registration No.: 32308)
(Incorporated in Bermuda)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting of LottVision Limited (the "**Company**") will be held at Maxwell Chambers Pte Ltd, Large Room Level 3, 32 Maxwell Road, #03-01, Singapore 069115 on 8 June 2015 at 10.00 a.m. (Singapore time) and at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications the following special resolution.

All capitalized terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the Circular to shareholders of the Company dated 15 May 2015 (the "**Circular**").

SPECIAL RESOLUTION 1: THE PROPOSED CAPITAL REORGANISATION

That, with effect from 9.00 a.m. on 17 June 2015 (Singapore time) or such other time and date as may be determined by the directors of the Company (the "**Effective Date**"):

- (a) every forty (40) issued and unissued shares of par value HK\$0.07 each in the share capital of the Company be consolidated into one (1) consolidated share of par value HK\$2.80 (each a "**Consolidated Share**") (the "**Proposed Share Consolidation**") and if it shall happen that any person shall become entitled to fractions of a Consolidated Share, such fractions may be dealt with in accordance with the Bye-Laws and all applicable laws;
- (b) subject to and forthwith upon the Proposed Share Consolidation having become effective, (i) the issued share capital of the Company be reduced from HK\$123,987,925.60 to HK\$4,428,140.20 by cancelling the paid-up capital of the Company to the extent of HK\$2.70 on each of the issued Consolidated Share such that the par value of each issued Consolidated Share will be reduced from HK\$2.80 to HK\$0.10 (the "**Issued Share Capital Reduction**"); and (ii) the authorised share capital of the Company be reduced by reducing the par value of all Consolidated Shares from HK\$2.80 each to HK\$0.10 each resulting in the reduction of the authorised share capital of the Company from HK\$175,000,000 divided into 62,500,000 Consolidated Shares of par value HK\$2.80 each to HK\$6,250,000 divided into 62,500,000 shares of par value HK\$0.10 each (together with the Issued Share Capital Reduction, the "**Capital Reduction**");
- (c) forthwith upon the Capital Reduction becoming effective, the authorised share capital of the Company be increased from HK\$6,250,000 divided into 62,500,000 shares of par value HK\$0.10 each to HK\$175,000,000 divided into 1,750,000,000 shares of par value HK\$0.10 each by the creation of 1,687,500,000 shares of HK\$0.10 each; and
- (d) the credit amount arising from the Issued Share Capital Reduction be transferred to the contributed surplus account of the Company and the Directors be authorised to apply any credit balance in the contributed surplus account of the Company in accordance with the Bye-Laws of the Company and all applicable laws (including the application of such credit balance to set off against the accumulated losses of the Company).

ORDINARY RESOLUTION 2 – APPROVAL OF THE PROPOSED PLACEMENT

That:

- (a) pursuant to Rule 805(1) of the Listing Manual of the Singapore Exchange Securities Trading Limited and Bye-Law 12(A) of the Company's Bye-laws, the allotment and issuance of all shares pursuant to the Proposed Placement be and are hereby approved;
- (b) the entry into and execution of the Placement Agreements be and is hereby ratified, confirmed and approved; and
- (c) the Directors of the Company be and are hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be required or as they may consider necessary or expedient for the purposes of giving effect to the Proposed Placement.

BY ORDER OF THE BOARD
LOTTVISION LIMITED

Paul Gao Xiangnong
Chief Executive Officer
Singapore, 15 May 2015

Notes:

1. If a Shareholder who is not a Depositor (as defined in Section 130A of the Companies Act), is unable to attend the SGM and wishes to appoint a proxy/proxies to attend and vote on his behalf, he could complete, sign and return the proxy form ("**Shareholder Proxy Form**") as attached to the Circular in accordance with the instructions printed thereon. With the exception of the Central Depository (Pte) Ltd. (the "**CDP**") who may appoint more than two proxies, a Shareholder entitled to attend and vote at the SGM who holds two (2) or more shares is entitled to appoint no more than two proxies to attend and vote on his behalf. A proxy need not be a Shareholder.
2. Where a form of proxy appoints more than one proxy (including the case where such appointment results from a nomination by the CDP), the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
3. If a Depositor who is an individual and whose name appears in the Depository Register (as defined in Section 130A of the Companies Act) as at a time not earlier than forty-eight (48) hours before the time appointed for the SGM and is unable to attend the SGM personally and wishes to appoint a proxy/proxies to attend and vote on his behalf, he should complete, sign and deposit the proxy form (the "**Depositor Proxy Form**") as attached to the Circular in accordance with the instructions printed thereon.
4. A Depositor who is not an individual can only be represented at the SGM if its nominee is/are appointed as CDP's proxy/proxies. To appoint its nominee/nominees as proxy/proxies of the CDP and to enable its nominee/nominees to attend and vote at the SGM, such Depositor should complete, execute and deposit the Depositor Proxy Form as attached to this Circular in accordance with the instructions at the SGM.
5. A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its corporate representative at the SGM.
6. To be valid, the Shareholder Proxy Form or the Depositor Proxy Form, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the office of Singapore Share Transfer Agent, Boardroom Corporate & Advisory Service Pte. Ltd at 50 Raffles Place, #32-01 Singapore Land Tower Singapore 048623 not less than forty-eight (48) hours before the time appointed for holding the SGM or at any adjournment thereof. Detailed instructions can be found on the Shareholder Proxy Form and Depositor Proxy Form.
7. The completion and return of a Shareholder Proxy Form by a Shareholder who is not a Depositor, or a Depositor Proxy Form by a Depositor, shall not preclude him from attending and voting in person at the SGM if he wishes to do so, in place of his proxy/proxies.
8. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend and speak and vote at the SGM and/or any adjournment thereof, a Shareholder of the Company (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

This Notice has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this Notice including the correctness of any of the statements or opinions made or reports contained in this Notice.