

# LOTTVISION LIMITED

(Incorporated in Bermuda)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2014 Annual General Meeting of LOTTVISION LIMITED (the "Company") will be held at M Hotel, Anson II Level 2, 81 Anson Road, Singapore 079908 on 29 July 2014 at 4.00 p.m. (Singapore time) and any adjournment thereof (the "Annual General Meeting") for the following purposes:

### AS ORDINARY BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

- To receive and adopt the directors' report and audited financial statements of the Company for the financial year ended 31 March 2014 together with the auditors' report thereon.  
**(Resolution 1)**
- To re-elect Mr. Terence Luk Chung Po, a director of the Company retiring pursuant to Bye-law 104 of the Bye-Laws of the Company and who, being eligible, will offer himself for re-election.  
**(Resolution 2)**
- To re-elect Mr. Paul Gao Xiangnong, a Director retiring pursuant to Bye-law 104 of the Bye Laws of the Company and who, being eligible, will offer himself for re-election.  
**(Resolution 3)**
- To re-elect Mr. Xu Haimin, who was appointed as a new director of the Company retiring pursuant to Bye-law 107(B) of the Bye-Laws of the Company and who, being eligible, will offer himself for re-election.  
**(Resolution 4)**
- To approve the payment of Directors' fees of S\$80,000 for the financial year ended 31 March 2014. (2012/13: S\$120,000).  
**(Resolution 5)**
- To re-appoint Baker Tilly TFW LLP as the Company's auditors, to hold office until the close of the next annual general meeting of the Company, at a fee to be agreed between the directors of the Company and Baker Tilly TFW LLP.  
**(Resolution 6)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

#### 8. General authority to the directors of the Company to allot and issue Shares

That, pursuant to the Bye-Laws of the Company and the rules, guidelines and measures issued by the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the directors of the Company to:

- issue ordinary shares in the capital of the Company ("Shares");
- convertible securities;
- additional convertible securities issued pursuant to adjustments; or
- Shares arising from the conversion of the securities in (ii) and (iii) above,

(whether by way of rights, bonus or otherwise or in pursuance of any offer, agreement or option made or granted by the directors of the Company during the continuance of this authority or thereafter) at any time and upon such terms and conditions and for such purposes and to such persons as the directors of the Company may in their absolute discretion deem fit (notwithstanding that such issue of Shares pursuant to the offer, agreement or option or the conversion of the convertible securities may occur after the expiration of the authority contained in this Resolution),

provided always that:

- the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of convertible securities made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares), provided further that the aggregate number of Shares to be issued other than on a pro-rata basis to members of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares);
- (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:
  - new Shares arising from the conversion or exercise of any convertible securities;
  - (where applicable) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the SGX-ST Listing Manual; and
  - any subsequent bonus issue, consolidation or subdivision of Shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act 1981 of Bermuda (as amended) and otherwise and the Bye-Laws of the Company for the time being; and
- unless revoked or varied by the Company in a general meeting of the Company, the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier. (See Explanatory Note (i))  
**(Resolution 7)**

#### 9. Authority to the directors of the Company to allot and issue Shares and grant options under the LottVision Incentive Share Scheme and the LottVision Employee Share Option Scheme

That the directors of the Company be and are hereby authorised to offer and grant:

- awards in accordance with the provisions of the LottVision Incentive Share Scheme and to allot and issue from time to time such number of fully-paid Shares as may be required to be issued pursuant to the vesting of the awards under the LottVision Incentive Share Scheme; and
- options under the LottVision Employee Share Option Scheme, and to allot and issue from time to time such number of fully-paid Shares as may be required to be issued pursuant to the exercise of options granted under the LottVision Employee Share Option Scheme,

provided always that the aggregate number of Shares, (i) to be allotted and issued pursuant to the LottVision Incentive Share Scheme; (ii) to be allotted and issued pursuant to exercise of options granted under the LottVision Employee Share Option Scheme; and / or (iii) to be allotted and issued under any other share based incentive schemes of the Company, shall not exceed fifteen per cent. (15%) of the total number of issued Shares of the Company (excluding treasury shares) from time to time. For the avoidance of doubt, shareholders' pre-emptive right under Bye-law 10 of the Bye-Laws of the Company does not apply. (See Explanatory Note (ii))

**(Resolution 8)**

By Order of the Board

Peng XU  
Company Secretary

Adrian CHAN  
Deputy Secretary

11 July 2014

### Explanatory Notes:

- The Company 7 is to authorise the directors of the Company from the date of the Annual General Meeting until the next annual general meeting of the Company to allot and issue Shares (including Shares arising pursuant to convertible securities) in the Company up to an amount not exceeding fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares) of the Company, of which the total number of Shares (including Shares arising pursuant to convertible securities) issued other than on a pro-rata basis to existing shareholders shall not exceed twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares) of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company.
- Resolution 8, if passed, will empower the directors of the Company, to allot and issue Shares pursuant to the vesting of the awards under the LottVision Incentive Share Scheme, and to grant options and to allot and issue Shares upon the exercise of such options under the LottVision Employee Share Option Scheme. The authority will, unless previously revoked or varied at a general meeting, expire at the conclusion of the next annual general meeting of the Company or the expiration of the period within which the annual general meeting of the Company is required by law to be held, whichever is the earlier. This authority is in addition to the general authority to allot and issue Shares sought under Resolution 8.

### Notes:

- A Depositor registered and holding Shares through the Central Depository (Pte) Limited ("CDP") whose name is shown in the CDP's records as at a time not earlier than forty-eight (48) hours before the time appointed for the Annual General Meeting, may attend as CDP's proxies. A Depositor who is an individual and who wishes to attend the Annual General Meeting in person need not take any further action and can attend and vote at the Annual General Meeting without the lodgment of any proxy form.
- A Depositor who is unable to attend the Annual General Meeting personally and wishes to appoint a nominee to attend and vote on his/her behalf must complete, sign and return the depository proxy form which is despatched together with this Notice of Annual General Meeting to Depositors (the "Depositor Proxy Form") in accordance with the instructions printed thereon and deposit the duly completed Depositor Proxy Form at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, no later than 4 p.m. (Singapore time) on 27 July 2014. Also, a Depositor who is a corporation and wishes to attend the Annual General Meeting must complete, sign and return the Depositor Proxy Form for the appointment of nominee(s) to attend and vote at the Annual General Meeting on its behalf in accordance with the instructions printed thereon and deposit the duly completed Depositor Proxy Form at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, no later than 4 p.m. (Singapore time) on 27 July 2014.
- If a Shareholder who is not a Depositor is unable to attend the Annual General Meeting and wishes to appoint a proxy to attend and vote at the Annual General Meeting in his/her stead, then he/she should complete and sign the proxy form despatched to Shareholders who are not Depositors (the "Shareholder Proxy Form") and deposit the duly completed Shareholder Proxy Form at the office of the Company's Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, no later than 4 p.m. (Singapore time) on 27 July 2014. Such proxy need not be a member of the Company.
- The completion and return of the Depositor Proxy Form or the Shareholder Proxy Form will not prevent him/her from attending and voting in person at the Annual General Meeting if he/she wishes to do so, in place of his/her proxy.