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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) CONSENT SOLICITATION RELATING TO
THE 6.00% CONVERTIBLE BONDS DUE 2016
(ISIN: XS0683220650)**

AND

**THE 4.50% CONVERTIBLE BONDS DUE 2019
(ISIN: XS1057356773)**

AND

(2) OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made by REXLot Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 2 August 2016 in relation to the consent solicitation in respect of the Bonds. Capitalised used herein shall have the same meanings as defined in such announcement, unless otherwise provided.

The Company announces that the Listing Rules Approval in respect of the Proposals has been granted by the Stock Exchange in accordance with Rule 28.05 of the Listing Rules.

This announcement is not a solicitation of consent with respect to any of the Bonds. The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions.

Completion of the Disposal (as defined in the circular of the Company dated 29 February 2016 (the “Circular”)) is conditional upon the satisfaction or, if applicable, waiver of the conditions precedent under the Sale and Purchase Agreement (as defined in the Circular). Accordingly, the Disposal (as defined in the Circular) may or may not proceed. The amendments to the Sale and Purchase Agreement (as defined in the Circular) pursuant to the Supplemental Agreement would only be effective if the Supplemental Agreement and the transactions contemplated thereunder are approved by the Independent Shareholders (as defined in the Circular). An event of default under the Bonds has taken place upon the Company’s failure to satisfy its redemption obligations in relation to the Put Bonds on 29 July 2016. There is no assurance that the Extraordinary Resolutions will be passed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

By Order of the Board
Ng Yuen Yee
Company Secretary

Hong Kong, 3 August 2016

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. Lee Ka Lun.