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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)

ADJUSTMENTS TO CONVERSION PRICE OF THE BONDS AND EXERCISE PRICE OF THE SHARE OPTIONS AND THE NUMBER OF SHARES ISSUABLE UPON EXERCISE OF THE OUTSTANDING SHARE OPTIONS

Reference is made to the announcements of the Company dated 19 November 2017 (the “**Announcement**”), 6 December 2017 and 29 January 2018 in relation to, among others, the Rights Issue. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

As disclosed in the Announcement, the Company proposed to issue the Rights Shares to the Qualifying Shareholders at the subscription price of HK\$0.051 per Rights Share on the basis of one (1) Rights Share in nil-paid form for every two (2) existing Shares held on the Rights Issue Record Date.

Adjustments to the Conversion Prices of the Bonds

Notice is hereby given that, as a result of the proposed Rights Issue, pursuant to the relevant adjustment provisions in the terms and conditions of the 2017 Bonds and 2019 Bonds respectively, the conversion price of the 2017 Bonds will be adjusted from HK\$0.56 per Share to HK\$0.52 per Share and the conversion price of the 2019 Bonds will be adjusted from HK\$1.37 per Share to HK\$1.29 per Share, in each case with effect from 12 February 2018, being the first day of dealing in the Shares on an ex-rights basis.

Adjustments to the Exercise Price of the Share Options and the number of Shares issuable upon exercise of the outstanding Share Options

As disclosed in the Announcement, pursuant to the “Supplementary Guidance on Main Board Listing Rule 17.03(13) and the note immediately after the Rule” published by the Stock Exchange, the adjustments of the exercise price of the Share Options will depend on the closing price as shown in the Daily Quotation Sheet of the Stock Exchange on the last day of dealing in the Shares on a cum-rights basis i.e. 9 February 2018. Accordingly, as a result of the proposed Rights Issue, the exercise price of the outstanding Share Options will be adjusted from HK\$0.1082 per Share to HK\$0.1068 per Share and the number of Shares issuable upon exercise of the outstanding Share Options will be adjusted from 310,000,000 to 313,949,090 (assuming no new Shares are issued pursuant to exercise of the outstanding Share Options on or before the record date for determining entitlements under Rights Issue) with effect from the date on which the proposed Rights Issue will be completed, which is currently expected to be 20 March 2018.

A copy of this notice is concurrently being despatched to (1) the holders of the outstanding Share Options; and (2) The Bank of New York Mellon, London Branch, as trustee of the Bonds, for distribution to the holders of the Bonds.

Completion of the Proposed Fund Raising Plans 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, 9 February 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. Lee Ka Lun.