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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**SGM**”) of REXLot Holdings Limited (the “**Company**”) will be held on Tuesday, 22 November 2011 at 4:30 p.m. at Suite 2601, 26/F, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong for the purposes of considering, and if thought fit, passing, with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the terms of the subscription agreement dated 21 September 2011 (the “**Subscription Agreement**”) entered into between the Company as Issuer and Daiwa Capital Markets Hong Kong Limited as Lead Manager (details relating to the Subscription Agreement are set out in the circular of the Company dated 5 November 2011 and a copy of the Subscription Agreement marked “A” has been produced to the SGM and initialled by the chairman of the SGM for the purpose of identification), to the extent that they are related to the VC Placed Bonds (as defined below), be and are hereby approved, confirmed and ratified;
- (b) the creation and issue by the Company, pursuant to the Subscription Agreement, of the principal amount of HK\$77,800,000 of its 6% convertible bonds due 2016 (the “**VC Placed Bonds**”) to Kingly Profits Corporation, be and are hereby approved;

- (c) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the New Shares (as defined below) to be allotted and issued upon the conversion of the VC Placed Bonds, the directors (“**Directors**”) of the Company be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot and issue, credited as fully paid, such number of ordinary shares (the “**New Shares**”) in the capital of the Company as may be required to be issued upon the exercise of the conversion rights attaching to the VC Placed Bonds at an initial conversion price of HK\$0.6175 per Share (subject to adjustment pursuant to the terms of the VC Placed Bonds), on and subject to the terms and conditions of the VC Placed Bonds, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 29 June 2011;
- (d) all the transactions contemplated under the Subscription Agreement in connection with the issue of the VC Placed Bonds (collectively referred to as the “**Transactions**”) be and are hereby approved; and
- (e) the Directors be and are hereby authorised to do all such acts and things and sign and execute all such documents as they consider necessary or expedient in connection with the issue of the VC Placed Bonds, the allotment and issue of the New Shares upon conversion of the VC Placed Bonds and/or to give effect to the terms of, or the Transactions contemplated by, the Subscription Agreement.”

For and on behalf of the Board of
REXLot Holdings Limited
Ng Yuen Yee
Company Secretary

Hong Kong, 5 November 2011

Registered office:

Canon’s Court
22 Victoria Street
Hamilton HM12
Bermuda

*Head office and principal place of
business in Hong Kong:*

Suite 2601, 26/F., Sino Plaza
255-257 Gloucester Road
Causeway Bay
Hong Kong

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the Bye-laws, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, at the Company's Hong Kong branch share registrar at Tricor Standard Limited, 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof should he so wish, and in such event, the form of proxy will be deemed to be revoked.
3. In the case of joint holders of shares, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the SGM, whether in person or by proxy, the most senior shall alone be entitled to vote. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
4. Pursuant to the Listing Rules, voting on the ordinary resolution as set out above will be conducted by way of poll.

As at the date of this notice, 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.