

REXLot Holdings Limited

御泰中彩控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 555)

FORM OF PROXY FOR SPECIAL GENERAL MEETING

Form of proxy for use at the special general meeting (the "Meeting") to be held at Suite 2601, 26/F., Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 22 November 2011 at 4:30 p.m. and at any adjournment thereof.

I/We (note 1) _____ of

being the registered holder(s) of (note 2) _____ share(s) of HK\$0.01 each in the capital of REXLot Holdings Limited (the "Company"), HEREBY APPOINT (note 3) _____ of

_____ or failing him, the chairman of the Meeting, to act for me/us as my/our proxy at the Meeting for the purpose of considering and, if thought fit, passing the resolution(s) as set out in the notice convening the Meeting and at such meeting (or at any adjournment thereof) to vote for me/us and on my/our behalf in respect of the resolution(s) as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit (note 4).

ORDINARY RESOLUTION	FOR	AGAINST
To approve the issue of the VC Placed Bonds (as defined in the notice convening the Meeting) pursuant to the Subscription Agreement dated 21 September 2011 entered into between the Company and Daiwa Capital Markets Hong Kong Limited and the transactions contemplated thereunder.		

Dated this _____ day of _____ 2011 Signature (note 5): _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. Please insert number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all Shares in the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PUT A TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PUT A TICK IN THE BOX MARKED "AGAINST".** Failure to do so will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorized.
6. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereof; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrars in Hong Kong, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person in order to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
10. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**