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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in REXLot Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
THE GRANT OF GENERAL MANDATES TO
ISSUE SHARES AND REPURCHASE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of REXLot Holdings Limited to be held at 34/F, COSCO Tower, Grand Millennium Plaza, 183 Queen's Road Central, Hong Kong on Wednesday, 29 June 2011 at 4:30 p.m. is set out on pages 13 to 17 of this circular. A form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

30 April 2011

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 34/F, COSCO Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong on Wednesday, 29 June 2011 at 4:30 p.m.
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	REXLot Holdings Limited, an exempted company incorporated in Bermuda with limited liability and the securities of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company, its subsidiaries and jointly controlled entities
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	26 April 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Options”	the options granted under the Share Option Scheme to subscribe for Share in accordance with the terms of the Share Option Scheme
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares listed on the Stock Exchange with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution to grant such mandate

DEFINITIONS

“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 22 November 2002
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars
“%”	per cent.

LETTER FROM THE BOARD

REXLot Holdings Limited

御泰中彩控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 555)

Executive Directors:

Chan How Chung, Victor
Boo Chun Lon

Independent non-executive Directors:

Yuen Wai Ho
Chow Siu Ngor
Lee Ka Lun

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*

Suite 3401, 34/F, COSCO Tower
Grand Millennium Plaza
183 Queen's Road Central
Hong Kong

30 April 2011

*To the Shareholders and, for information only,
holders of the options of the Company*

Dear Sir/Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
THE GRANT OF GENERAL MANDATES TO
ISSUE SHARES AND REPURCHASE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the following resolutions to be proposed at the AGM in order to enable you to make informed decisions on whether to vote for or against the resolutions.

LETTER FROM THE BOARD

The resolutions include (i) re-election of Directors; (ii) granting to the Directors the Repurchase Mandate; (iii) granting to the Directors a general and unconditional mandate (a) to issue further Shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution; and (b) to issue Shares not exceeding the aggregate nominal amount of the share capital so repurchased pursuant to the Repurchase Mandate; and (iv) refreshment of the Scheme Mandate Limit.

RE-ELECTION OF DIRECTORS

At the AGM, a resolution will be proposed to re-elect Directors. In accordance with By-law 99, Messrs. Yuen Wai Ho and Lee Ka Lun shall retire at the AGM and, being eligible, offer themselves for re-election. Details of the Directors who are proposed to be re-elected at the AGM are set out as follows:

Mr. YUEN Wai Ho, aged 51, was appointed as an independent non-executive Director of the Company on 8 April 2004. He is the chairman of the audit committee and a member of the remuneration committee of the Company. Mr. Yuen obtained a master in business administration from the University of Bath in England in 1988. He is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, an associate member of the Chartered Institute of Management Accountants and the Institute of Chartered Secretaries & Administrators. Mr. Yuen has more than 25 years of experience in auditing and commercial fields, 10 of which were working in multinational companies. Mr. Yuen also served as an independent non-executive director of Zhuguang Holdings Group Company Limited (formerly known as Nam Fong International Holdings Limited), a listed company in Hong Kong, from 14 September 2007 to 28 October 2009. He is currently a partner of a firm of certified public accountants.

Save as disclosed above, Mr. Yuen does not hold any position with the Company or other members of the Group, nor did he act as director in any other listed public company in the past 3 years preceding the date hereof.

Currently Mr. Yuen is entitled to receive an annual director's fee of HK\$150,000. Mr. Yuen is not connected with any Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company, and he does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Mr. LEE Ka Lun, aged 56, was appointed as an independent non-executive Director of the Company on 17 April 2007. He is a member of both the audit committee and the remuneration committee of the Company. Mr. Lee is a fellow member of the Association of Chartered Certified Accountants in UK. He has over 25 years experience in banking and auditing. He had been the Deputy Chief Executive of Lloyds TSB Bank plc, Hong Kong Branch and Regional Director – Finance and Operation of Lloyds TBS's operations in Asia for over 15 years and has extensive experience on corporate banking, private banking, treasury, operations, IT developments and general management. Mr. Lee also serves as an independent non-executive director of two other listed companies in Hong Kong namely Chow Sang Sang Holdings International Limited and Yuexiu Property Company Limited. He was an independent non-executive director of Denway Motors Limited, a company which had been withdrawn its listing on the Stock Exchange after privatization in August 2010, from 30 June 1999 to 26 August 2010.

Save as disclosed above, Mr. Lee does not hold any position with the Company or other members of the Group, nor did he act as director in any other listed public company in the past 3 years preceding the date hereof.

Currently Mr. Lee is entitled to receive an annual director's fee of HK\$150,000. Mr. Lee is not connected with any Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company, and he does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

There are no service contracts entered into between the above two Directors and the Company and they are subject to retirement by rotation and re-election in accordance with the Bye-laws. Their directors' remunerations shall be reviewed by the remuneration committee of the Company and determined by the Board annually on the basis of the responsibilities of the Directors and the prevailing market condition and subject to the approval of the Shareholders.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there are no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

LETTER FROM THE BOARD

THE REPURCHASE MANDATE AND GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors the Repurchase Mandate subject to the criteria set out in Appendix I to this circular.

The Repurchase Mandate and general mandate to issue Shares will expire upon the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law to be held; or
- (iii) the revocation or variation of such authority by an ordinary resolution of the Shareholders in general meeting.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement, which is set out in Appendix I of this circular.

Ordinary resolutions will also be proposed at the AGM in respect of (1) the grant of the general mandate to issue, allot and deal with new Shares not exceeding 20% of the issued share capital of the Company at the date of passing the resolutions (the "Issue Mandate"), and (2) the extension of the Issue Mandate so granted to the Directors by adding to it any Shares repurchased by the Company up to 10% of the issued share capital of the Company at the date of passing the resolution regarding the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,787,175,000 Shares. Assuming the resolution in relation to the grant of the Issue Mandate is passed at the AGM and no further Shares are issued or repurchased before the AGM, the maximum number of Shares may be issued, allotted and dealt with under the Issue Mandate will be 1,557,435,000 Shares, representing 20% of the issued share capital of the Company as at the Latest Practicable Date.

REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Company adopted the Share Option Scheme on 22 November 2002. Apart from the Share Option Scheme, the Company has no other share option scheme. The Scheme Mandate Limit was set at 10% of the Shares in issue as at the date of adoption of the Share Option Scheme in compliance with the Listing Rules. Subject to prior Shareholders' approval, the Company may, at any time thereafter, refresh the Scheme Mandate Limit to the extent not exceeding 10% of the Shares in issue as at the aforesaid Shareholders' approval.

LETTER FROM THE BOARD

The existing Scheme Mandate Limit is 715,800,000 Shares, being 10% of the Shares in issue as at the date of approval of the refreshment of the Scheme Mandate Limit at the special general meeting of the Company held on 23 June 2008.

As at the Latest Practicable Date, Options carrying the rights to subscribe for 563,000,000 Shares were granted under the existing Scheme Mandate Limit under the Share Option Scheme, representing approximately 7.87% of the issued share capital of the Company as at the date of refreshment of the Scheme Mandate Limit on 23 June 2008, and approximately 7.23% of the issued share capital of the Company as at the Latest Practicable Date. Out of the Options granted, 386,000,000 Options had been exercised and no Options had been lapsed or cancelled as at the Latest Practicable Date. As at the Latest Practicable Date, there were 177,000,000 outstanding Options, representing approximately 2.27% of the issued share capital of the Company. No Directors had any interests in the Options as at the Latest Practicable Date.

It is proposed that subject to the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the Shares to be issued pursuant to the exercise of Options granted under the refreshed Scheme Mandate Limit and the passing of the relevant resolution at the AGM, the Scheme Mandate Limit be refreshed so that the total number of Shares, which may be issued upon exercise of all Options to be granted under the Share Option Scheme under the Scheme Mandate Limit as refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the relevant resolution by the Shareholders at the AGM. Options previously granted under the Share Option Scheme (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

As at the Latest Practicable Date, the Company had 7,787,175,000 Shares in issue. Pursuant to the terms of the Share Option Scheme and in compliance with the Listing Rules, the maximum number of Shares, which may be issued upon the exercise of all the Options to be granted under the Share Option Scheme under the Scheme Mandate Limit as refreshed should be 778,717,500 Shares (assuming no further issue or repurchase of Shares prior to the AGM).

Pursuant to the Listing Rules, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other option scheme(s) of the Company (or its subsidiaries) at any time shall not exceed 30% of the Shares in issue from time to time. No options shall be granted under the Share Option Scheme or any other scheme(s) of the Company (or its subsidiaries) if this will result in the 30% limit being exceeded.

LETTER FROM THE BOARD

Conditions of the refreshment of the Scheme Mandate Limit

The proposed refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of the ordinary resolution by the Shareholders at the AGM to approve the proposed refreshment of the Scheme Mandate Limit; and
- (ii) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be allotted and issued pursuant to the exercise of Options granted under the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange for granting approval of the listing of, and permission to deal in, the Shares which may be issued upon exercise of Options to be granted under the refreshed Scheme Mandate Limit.

Reasons for the refreshment of the Scheme Mandate Limit

The purpose of the Share Option Scheme is to recognize the contribution of employees and consultants of the Group. Given the existing Scheme Mandate Limit has almost reached its maximum, it will be difficult for the Share Option Scheme to continue to serve its intended purpose for the benefits of the Company and its Shareholders unless the Scheme Mandate Limit is refreshed in accordance with the rules of the Share Option Scheme. The Directors consider that the proposed refreshment of the Scheme Mandate Limit will enable the Company to grant further Options to eligible participants so as to provide opportunities and incentives to them to work towards enhancing the values of the Company and Shares for the benefit of the Company and Shareholders as a whole.

ANNUAL GENERAL MEETING

Notice of the AGM is set out in Appendix II to this circular. A form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Further announcement on the results of the poll vote will be made by the Company after the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors are of the opinion that the re-election of the retiring Directors, the Repurchase Mandate, the general mandates to issue Shares, the extension of the general mandates to issue Shares by adding the number of shares repurchased and the refreshment of the Scheme Mandate Limit are in the best interests of the Company and the Shareholders as a whole and, accordingly, recommend you to vote in favour of the relevant resolutions at the AGM.

Yours faithfully,
By order of the Board
REXLot Holdings Limited
Chan How Chung, Victor
Executive Director

This is an explanatory statement given to Shareholders relating to the resolution to be proposed at the AGM for approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules, which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,787,175,000 Shares.

Exercise in full of the Repurchase Mandate, on the basis that no further Shares are issued or repurchased prior to the date of the AGM, could accordingly result in up to 778,717,500 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date, being repurchased by the Company.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to seek a general authority from Shareholders to enable the Directors to purchase Shares of the Company in the market. Such purchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a purchase will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cashflow or working capital facilities which will be funds legally available in accordance with the provisions of the Bye-laws and the Bermuda law for the purpose. It is envisaged that the funds required for any repurchase would be derived from those funds of the Company, legally permitted to be utilised in this connection, including capital paid up on the Shares to be repurchased, profits otherwise available for distribution and sums standing to either the share premium account or contributed surplus account of the Company.

On the basis of the consolidated financial position of the Company as at 31 December 2010 (being the date to which the latest published audited financial statements of the Company have been made up), the Directors consider that the exercise in full of the Repurchase Mandate would not have a material adverse impact on the working capital or gearing level of the Company. No repurchase would be made in circumstances that would have a material adverse impact on the working capital or gearing level of the Company (as compared with the position disclosed in the latest published audited financial statements) unless the Directors consider that such purchases were in the best interests of the Company notwithstanding such material adverse impact.

4. SHARE PRICES

The highest and lowest market prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months preceding the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2010		
April	1.230	0.900
May	0.920	0.670
June	0.830	0.720
July	0.710	0.570
August	0.730	0.630
September	0.770	0.690
October	0.750	0.700
November	0.890	0.720
December	0.870	0.760
2011		
January	0.910	0.810
February	0.910	0.860
March	0.860	0.770
April (up to the Latest Practicable Date)	0.860	0.820

5. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the last six months.

6. GENERAL INFORMATION

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their associates, have any present intention, if the Repurchase Mandate is approved and exercised, to sell any Shares to the Company or its subsidiaries.

The Directors have undertaken to the Stock Exchange, so far as the same may be applicable, to exercise the power of the Company to repurchase Shares in accordance with the Listing Rules and the applicable laws of Bermuda.

If as a result of a share repurchase a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code) depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code as a result of such increase. Assuming that the Repurchase Mandate is exercised in full, the shareholding structure of the Company (i) as at the Latest Practicable Date and (ii) immediately upon such repurchase are as follows:

	As at the Latest Practicable Date	Upon exercise of the Repurchase Mandate in full
	%	%
Kingly Profits Corporation	15.39	17.11
Ameriprise Financial Inc	8.99	9.99
Capital Research and Management Company	7.11	7.89

The Directors are not aware of any Shareholders or group of Shareholders acting in concert who will become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code as a result of repurchase of Shares. The Directors also consider that such increase would not reduce the issued share capital in public hands to less than 25% as required under Rule 8.08 of the Listing Rules (or the relevant prescribed minimum percentage required by the Stock Exchange).

No other connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

REXLot Holdings Limited

御泰中彩控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 555)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Meeting”) of REXLot Holdings Limited (the “Company”) will be held at 34/F, COSCO Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong on Wednesday, 29 June 2011 at 4:30 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited financial statements together with the reports of the directors and auditors for the year ended 31 December 2010.
2. To declare final dividend for the year ended 31 December 2010.
3. To re-elect directors.
4. To authorize the board of directors to fix the directors’ remuneration.
5. To re-appoint auditors and to authorize the board of directors to fix their remuneration.

AS SPECIAL BUSINESS

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to sub-paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.01 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of shares to be repurchased by the Company pursuant to the approval in sub-paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Company’s bye-laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in a general meeting of the Company.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to sub-paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) above shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in sub-paragraph (a) of this resolution, otherwise than by way of (i) a Rights Issue (as defined in sub-paragraph (e) of this resolution); or (ii) the exercise of rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into shares of the Company; or (iii) the exercise of any option granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of options to subscribe for or rights to acquire shares of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Company's bye-laws shall not exceed the aggregate of (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution plus (bb) (if the directors of the Company are so authorized by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution, and the said approval shall be limited accordingly;
- (d) for the purpose of this resolution, "Relevant Period" shall have the same meaning as in resolution no. 6(c) above; and
- (e) "Rights Issue" means an offer of shares or other securities of the Company open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class hereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, or any territory outside, Hong Kong)."

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions nos. 6 and 7 above being passed, the aggregate nominal amount of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in resolution no. 6 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 7 above.”

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares in the share capital of the Company (the “Shares”) to be issued pursuant to the exercise of options which may be granted under the refreshed scheme mandate limit (the “Scheme Mandate Limit”) under the share option scheme adopted by the Company on 22 November 2002 (the “Scheme”) in the manner as set out in paragraph (a) of this resolution below,

- (a) the refreshment of the Scheme Mandate Limit be and is hereby approved provided that the total number of Shares which may be allotted and issued upon exercise of any options to be granted under the Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Scheme) shall not exceed 10% of the Shares in issue as at the date of the passing of this resolution; and
- (b) the directors of the Company be and are hereby authorized to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

By order of the board of
REXLot Holdings Limited
Chan How Chung, Victor
Executive Director

Hong Kong, 30 April 2011

As at the date hereof, the executive directors of the Company are Mr. Chan How Chung, Victor and Mr. Boo Chun Lon. The independent non-executive directors of the Company are Mr. Yuen Wai Ho, Mr. Chow Siu Ngor and Mr. Lee Ka Lun.

Notes:

1. Any member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company. 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 so appointed.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order 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 lodged with the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. The Register of Members of the Company will be closed from Tuesday, 28 June 2011 to Wednesday, 29 June 2011, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 27 June 2011.