

THE CORNERSTONE PLACING

We have entered into a cornerstone investment agreement with Dynam Hong Kong Co., Limited (the “**Cornerstone Investor**”), pursuant to which the Cornerstone Investor has agreed to subscribe at the Offer Price for such number of Offer Shares (rounded down to the nearest whole board lot of 1,000 Shares) that may be purchased for an aggregate amount of US\$35 million (equivalent to HK\$271,645,500 at the closing exchange rate as of 5 June 2013) (the “**Cornerstone Investment**”). Assuming an Offer Price of HK\$2.64 (being the mid-point of the indicative Offer Price range stated in this prospectus), the total number of Offer Shares to be subscribed for by the Cornerstone Investor would be approximately 102,896,000, representing approximately (i) 5.0% of the Offer Shares, and (ii) 1.5% of the Shares in issue upon the completion of the Global Offering, without taking into account any Directors’ Reward Shares and any Shares that may be issued pursuant to the David Chow Share Options and any options that may be granted under the Share Option Scheme. The Cornerstone Investor is an independent third party, is not our connected person, and is not an existing shareholder of our Company. Details of the actual number of Offer Shares to be allocated to the Cornerstone Investor will be disclosed in the allotment results announcement to be issued by our Company on or around 26 June 2013.

The Cornerstone Investment forms part of the International Placing. The Offer Shares to be subscribed for by the Cornerstone Investor will rank *pari passu* in all respects with the other fully paid Shares in issue and will be counted towards the public float of our Company. Other than the subscription pursuant to the cornerstone investment agreement, the Cornerstone Investor will not subscribe for any Offer Shares under the Global Offering. Immediately upon the completion of the Global Offering, the Cornerstone Investor will not have any board representation in our Company, nor will the Cornerstone Investor become our substantial shareholder. The Offer Shares to be subscribed for by the Cornerstone Investor will not be affected by any reallocation of the Offer Shares between the International Placing and the Hong Kong Public Offer described in “Structure of the Global Offering — The Hong Kong Public Offer” in this prospectus.

CORNERSTONE INVESTOR

The information about the Cornerstone Investor set forth below has been provided by the Cornerstone Investor in connection with the Cornerstone Investment:

Dynam Hong Kong Co., Limited

Dynam Hong Kong Co., Limited, the Cornerstone Investor, is a company incorporated in Hong Kong. It is a wholly-owned subsidiary of Dynam Japan Holdings Co., Ltd (Stock Code: 6889) (“**Dynam**”), which is listed on the Stock Exchange. Dynam is the largest pachinko hall operator in terms of the number of halls with 46 years of experience in the pachinko industry. Dynam operates 362 pachinko halls in 46 out of 47 prefectures in Japan as of March 2013. Dynam focuses on promoting the entertainment, instead of gaming, aspect of pachinko in Japan through traditional, Yuttari Kan and Shinrai no Mori halls.

CORNERSTONE INVESTOR

The Cornerstone Investor or any of its wholly-owned subsidiaries may, during the period of six months following the Listing Date and for the purpose of securing a loan or other financing facility provided to it or any of its wholly-owned subsidiaries by one or more financial institution(s) (the "Loan"), without the prior written consent of our Company and the Joint Bookrunners, create any mortgage, charge or pledge (the "Security") over any number of the Offer Shares purchased by it provided that the person(s) making the Loan and taking the Security may not dispose of, or lend or otherwise create any interest over its or their interest in the Security or the Offer Shares before it or they have foreclosed or enforced the Security following a default by the Cornerstone Investor or any of its wholly-owned subsidiaries under the Loan. The Cornerstone Investor has undertaken to us and the Joint Bookrunners that it will promptly inform us and the Joint Bookrunners upon creation of any Security or receiving any indications from the pledgee or chargee that any of the Security will be disposed of.

CONDITIONS PRECEDENT

The subscription obligation of the Cornerstone Investor is subject to, among other things, the following conditions precedent:

- (a) the Hong Kong Underwriting Agreement and the International Placing Agreement being entered into and become effective and having become unconditional (in accordance with their respective original terms or as subsequently waived or varied by agreement of the parties thereto) by no later than the time and date as specified therein and in any event not later than 8:00 a.m. on the Listing Date;
- (b) the Listing Committee having granted the listing of, and permission to deal in, the Shares and such approval or permission not having been revoked prior to the commencement of dealings in the Shares on the Stock Exchange; and
- (c) neither the Hong Kong Underwriting Agreement nor the International Placing Agreement having been terminated.

RESTRICTIONS ON DISPOSALS BY THE CORNERSTONE INVESTORS

The Cornerstone Investor has agreed that, without the prior written consent of our Company and the Joint Bookrunners, it will not, whether directly or indirectly, at any time during a period of six months following the Listing Date, dispose of (as defined in the cornerstone investment agreement) any of the Shares subscribed for by it pursuant to the cornerstone investment agreement. The Cornerstone Investor may transfer the Shares so subscribed in certain limited circumstances as set out in the cornerstone investment agreement, such as transfer to its wholly-owned subsidiary, provided that such wholly-owned subsidiary undertakes in writing, and the Cornerstone Investor undertakes in writing to procure, that such wholly-owned subsidiary to be bound by the Cornerstone Investor's obligations under the cornerstone investment agreement.