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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)**

### **PROPOSAL FOR REFRESHMENT OF THE SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME AND NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the SGM of REXLot Holdings Limited to be held at Room 1, United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 31 October 2016 at 4:15 p.m. is set out on pages 8 to 9 of this circular.

Whether or not you are able to attend and vote at the SGM in person, please complete the enclosed 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, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not later 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 you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

30 September 2016

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## DEFINITIONS

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

“Board”	the board of Directors;
“Company”	REXLot Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Directors”	directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	27 September 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Options”	the options granted under the Share Option Scheme to subscribe for Shares in accordance with the terms of the Share Option Scheme;
“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;

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## DEFINITIONS

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“SGM”	a special general meeting of the Company to be convened and held at Room 1, United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 31 October 2016 at 4:15 p.m. or any adjournment thereof;
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Share Option Scheme”	the share option scheme adopted by the Company on 28 June 2012;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“%”	per cent.

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LETTER FROM THE BOARD

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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)**

*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

*Principal place of business:*

Suite 2601, 26/F.

Sino Plaza

255-257 Gloucester Road

Causeway Bay

Hong Kong

30 September 2016

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

Dear Sir/Madam,

**PROPOSAL FOR  
REFRESHMENT OF THE SCHEME MANDATE LIMIT  
UNDER SHARE OPTION SCHEME  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with (1) information regarding the resolution to be proposed at the SGM in relation to the refreshment of the Scheme Mandate Limit; and (2) to give you notice of the SGM.

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## LETTER FROM THE BOARD

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### REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Company adopted the Share Option Scheme on 28 June 2012. Apart from the Share Option Scheme, the Company has no other share option scheme in effect as at the Latest Practicable Date. The Scheme Mandate Limit was set at 10% of the Shares in issue as at the date of approval and 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 date of the said Shareholders' approval.

The existing Scheme Mandate Limit is 851,385,546 Shares, being 10% of the Shares issued as at the date of adoption thereof at the annual general meeting of the Company held on 28 June 2012, and approximately 8.53% of the issued share capital of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, Options carrying the rights to subscribe for 489,000,000 Shares were granted under the existing Scheme Mandate Limit under the Share Option Scheme, representing approximately 5.74% of the issued share capital of the Company as at the date of adoption of the existing Scheme Mandate Limit on 28 June 2012, and approximately 4.90% of the issued share capital of the Company as at the Latest Practicable Date. Out of the Options granted, Options in respect of 327,000,000 Shares have been exercised and 162,000,000 Options have been lapsed or cancelled under the Share Option Scheme as at the Latest Practicable Date. Accordingly the Company had no outstanding Options as at the Latest Practicable Date. 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 SGM, 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 SGM. 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.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the Company had 9,983,495,338 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 998,349,533 Shares (assuming no further issue or repurchase of Shares prior to the SGM).

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.

### **Reasons for the refreshment of the Scheme Mandate Limit**

As at the Latest Practicable Date, there were only 362,385,546 Options carrying rights to subscribed for 362,385,546 Shares are available to be granted under the existing Scheme Mandate Limit, representing approximately 3.63% of the total number of Shares in issue. In view of the increase in the issued share capital of the Company, the Directors consider that it is in the interests of the Company and the Shareholders as a whole to refresh the Scheme Mandate Limit in order to provide the Company with greater flexibility in granting share options to the eligible participants (including employees and directors) of the Company under the Share Option Scheme as incentives to rewarding their contribution or potential contribution to the Company.

### **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 SGM 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.

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## **LETTER FROM THE BOARD**

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### **Application for listing**

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.

Details of the refreshment of the Scheme Mandate Limit are set out in the notice of the SGM set out on pages 8 to 9 of this circular.

### **SPECIAL GENERAL MEETING**

A notice convening the SGM to be held at Room 1, United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 31 October 2016 at 4:15 p.m. is set out on pages 8 to 9 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders in relation to the resolutions to be proposed at the SGM will be taken by poll. Further announcement on the results of the poll vote will be made by the Company after the SGM.

To the best of Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has any material interest in the resolutions to be proposed at the SGM and therefore, no Shareholder is required to abstain from voting at the SGM.

A form of proxy for use at the SGM is enclosed herewith. 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, Level 22, Hopewell Centre, 183 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/she wish, and in such event, the form of proxy will be deemed to be revoked.



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## LETTER FROM THE BOARD

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### 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 consider that the proposal for the refreshment of Scheme Mandate Limit is in the best interests of the Company and the Shareholders as a whole and, accordingly, recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the SGM.

Yours faithfully  
for and on behalf of the Board of  
**REXLot Holdings Limited**  
**Ng Yuen Yee**  
*Company Secretary*

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## NOTICE OF SPECIAL GENERAL MEETING

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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 IS HEREBY GIVEN** that a special general meeting (the “SGM”) of REXLot Holdings Limited (the “Company”) will be held at Room 1, United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 31 October 2016 at 4:15 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution:

### 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 28 June 2012 (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 authorised 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  
**REXLot Holdings Limited**  
**Ng Yuen Yee**  
*Company Secretary*

Hong Kong, 30 September 2016

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

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## NOTICE OF SPECIAL GENERAL MEETING

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*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 of the Company, to vote on his/her 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. A form of proxy for use at the SGM is enclosed herewith. 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, Level 22, Hopewell Centre, 183 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/she 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting on the ordinary resolution as set out above will be conducted by way of poll.