

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED

本申請表格必須整份交回方為有效

Application Form No.
申請表格編號

IMPORTANT
重要提示

THIS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON THURSDAY, 12 DECEMBER 2013.
本申請表格具有價值，但不可轉讓，並僅供下列合資格股東使用。二零一三年十二月十二日(星期四)下午四時正後不得提出申請。
IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS APPLICATION FORM OR AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.
閣下如對本申請表格之任何方面或應採取之行動有任何疑問，應諮詢閣下之持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。
If you have sold or transferred all your shares in TLT Lottotainment Group Limited (the "Company"), you should at once hand this Application Form and the accompanying prospectus of the Company dated 28 November 2013 (the "Prospectus") to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.
閣下如已將名下彩娛集團有限公司(本公司)之股份全部售出或轉讓，應立即將本申請表格及隨附本公司所刊發日期為二零一三年十一月二十八日之章程(章程)送交買主或承讓人，或經手買賣或轉讓之銀行經理、持牌證券交易商或註冊證券機構或其他代理，以便轉交買主或承讓人。
A copy of the Prospectus Documents, together with other documents mentioned in the paragraph headed "DOCUMENTS DELIVERED TO THE REGISTRARS OF COMPANIES" in Appendix III to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 38D of the Companies Ordinance, the Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of any of these Documents.
公開發售文件連同章程附錄三(送呈公司註冊處處長之文件)一段所述之其他文件，已依據公司條例第38D條之規定經香港公司註冊處處長註冊。香港證券及期貨事務監察委員會及香港公司註冊處處長對該等文件之內容概不負責。
Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.
倘發售股份及紅股獲准在香港聯合交易所有限公司(聯交所)上市及買賣且符合香港中央結算有限公司(香港結算)之證券收訖規定，發售股份及紅股將獲香港結算接納為合資格證券，自發售股份及紅股在聯交所開始買賣之日期或香港結算指定之其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後第二個交易日透過中央結算系統進行交收。所有在中央結算系統進行之活動均依據不時生效之中央結算系統一般規則及中央結算系統運作程序進行。
Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Application Form.
香港交易及結算所有限公司、聯交所及香港結算對本申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本申請表格全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。
Terms used herein shall have the same meanings as defined in the Prospectus unless the context otherwise requires.
除文義另有所指外，本申請表格所用詞彙與章程所界定者具相同涵義。
This Application Form and all acceptances pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong.
本申請表格及據此提出之所有接納須受香港法律監管並按其詮釋。

Branch share registrar in Hong Kong
Hong Kong Registrars Limited
Shops 1712-1716
17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

香港股份過戶登記分處
香港證券登記有限公司
香港灣仔
皇后大道東183號
合和中心17樓
1712-1716號舖



TLT LOTTOTAINMENT GROUP LIMITED
彩娛集團有限公司

(Incorporated in Hong Kong with limited liability)
(於香港註冊成立之有限公司)
(Stock Code: 8022)
(股份代號: 8022)

OPEN OFFER
OF 140,034,226 OFFER SHARES
AT HK\$0.50 PER OFFER SHARE ON THE BASIS OF TWO OFFER SHARES
FOR EVERY THREE EXISTING SHARE HELD ON THE RECORD DATE
PAYABLE IN FULL ON APPLICATION (WITH BONUS SHARES IN
THE PROPORTION OF THREE BONUS SHARES FOR EVERY
TWO OFFER SHARES TAKEN UP UNDER THE OPEN OFFER)
按於記錄日期每持有三股現有股份
獲發兩股發售股份之基準以每股發售股份0.50港元(須於申請時繳足)
公開發售140,034,226股發售股份
(紅股按公開發售項下每承購兩股發售股份獲發三股紅股之比例發行)
PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER
THAN 4:00 P.M. ON THURSDAY, 12 DECEMBER 2013
股款須不遲於二零一三年十二月十二日(星期四)下午四時正接納時全數繳付

APPLICATION FORM
申請表格

Name(s) and address of Qualifying Shareholder(s)
合資格股東姓名及地址

Form for Name(s) and address of Qualifying Shareholder(s)

Number of Shares registered in your name(s) on Wednesday, 27 November 2013
於二零一三年十一月二十七日(星期三)閣下名義登記之股份數目

Box A
甲欄

Form for Box A: Number of Shares registered in your name(s)

Number of Offer Shares in your assured allotment subject to payment in full on application by no later than 4:00 p.m. on Thursday, 12 December 2013
閣下獲保證配發之發售股份數目(股款須不遲於二零一三年十二月十二日(星期四)下午四時正申請時全數繳付)

Box B
乙欄

Form for Box B: Number of Offer Shares in your assured allotment

Amount payable on assured allotment if applied for in full
倘閣下申請認購全數保證配額之應繳款項

Box C
丙欄

Form for Box C: Amount payable on assured allotment

Box D
丁欄

Form for Box D: Number of Offer Shares applied for and Remittance enclosed

Application can only be made by the Qualifying Shareholder(s) named above.
認購申請僅可由上述合資格股東作出。

Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed
請於丁欄填寫申請認購之發售股份數目及隨附股款金額

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject to the terms and conditions mentioned in the Prospectus and this Application Form such allotment is made to the holders of Shares whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of an assured allotment in the proportion of two Offer Shares for every three existing Shares held on Wednesday, 27 November 2013.
If you wish to apply for any number of Offer Shares which is equal to or less than your assured allotment, you should complete and sign this Application Form, and lodge the form together with the appropriate remittance for the full amount payable in respect of the Offer Shares applied for with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. All remittance for application of Offer Shares under assured allotment must be made by cheque(s) or cashier order(s) in Hong Kong dollars and made payable to "TLT Lottotainment Group Limited - Open Offer Account" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application(s) for Offer Share can be made by any person who is a Prohibited Shareholder.
閣下有權透過填寫本申請表格申請認購數目相等或於上文乙欄所列閣下獲保證配發之發售股份。在章程及本申請表格所述條款及條件規限下，上述配額乃向名列本公司股東名冊並為合資格股東的股份持有人作出，基準為按於二零一三年十一月二十七日(星期三)每持有三股現有股份可獲保證配發兩股發售股份。
倘閣下申請認購數目相等或於閣下獲保證配發之發售股份，請填妥及簽署本申請表格，並將表格連同申請認購發售股份涉及之適當應繳款項之足額股款，交回本公司之香港股份過戶登記分處香港證券登記有限公司香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有申請認購保證配額之發售股份股款必須為港元款項，並須以支票或銀行本票註明抬頭人為「TLT Lottotainment Group Limited - Open Offer Account」及以「只准入抬頭人賬戶」方式劃線開出，並須符合背頁所載手續。身為受禁制股東之人士不得申請認購發售股份。



# TLT LOTTOTAINMENT GROUP LIMITED

## 彩娛集團有限公司

(Incorporated in Hong Kong with limited liability)  
(於香港註冊成立之有限公司)

(Stock Code: 8022)  
(股份代號: 8022)

To: TLT Lottotainment Group Limited  
致: 彩娛集團有限公司

Dear Sirs,

I/We, being the registered holder(s) stated overleaf of the Shares, enclose a remittance\*\* for the amount payable in full on acceptance for the number of Offer Shares at a price of HK\$0.50 per Offer Share specified in Box B or Box D (as the case may be). I/We accept that number of Offer Shares on the terms and conditions of the Prospectus dated 28 November 2013 and subject to the memorandum of association and articles of association of the Company and I/we hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

敬啟者:

本人/吾等為背頁所列股份之登記持有人，現申請認購乙欄或丁欄(視情況而定)所指定數目之發售股份，並附上按每股發售股份0.50港元之價格計算須於接納時繳足之全數股款\*\*。本人/吾等謹此依照日期為二零一三年十一月二十八日之章程所載條款及條件，以及在 貴公司之組織章程大綱及組織章程細則所載各項規定規限下，接納有關數目之發售股份，而本人/吾等謹此承諾並同意申請數目相等於或少於與本申請有關之發售股份。本人/吾等謹此授權 貴公司將本人/吾等之姓名列入 貴公司之股東名冊，作為上述有關數目或較少數目之發售股份持有人，並將有關股份之股票按背頁地址以平郵方式寄予本人/吾等，郵誤風險概由本人/吾等承擔。本人/吾等已詳閱背頁所載各項條件及申請手續，並同意全部遵守。

Please insert daytime contact telephone number  
請填上日間聯絡電話號碼

Signature(s) of Qualifying Shareholder(s)  
(all joint Qualifying Shareholder(s) must sign)

合資格股東簽署  
(所有聯名合資格股東均須簽署)

(1) \_\_\_\_\_ (2) \_\_\_\_\_ (3) \_\_\_\_\_ (4) \_\_\_\_\_

Date: \_\_\_\_\_ 2013

日期: 二零一三年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Details to be filled in by Qualifying Shareholder(s):

請合資格股東填妥以下資料:

Number of Offer Shares applied for (being the total specified in Box D, or failing which, the total specified in Box B) 申請認購發售股份數目 (丁欄或(如未有填妥)乙欄所列明之發售股份總數)	Total amount of remittance (being the total specified in Box D, or failing which, the total specified in Box C) 股款總額 (丁欄或(如未有填妥)丙欄所列明之股款總額)	Name of bank on which cheque/banker's cashier order is drawn** 支票/銀行本票之付款銀行名稱**	Cheque/banker's cashier order number 支票/銀行本票號碼
	HK\$ 港元		

NO RECEIPT WILL BE ISSUED BY THE COMPANY

本公司將不另發收據

\*\* Cheque or banker's cashier order should be crossed "ACCOUNT PAYEE ONLY" and made payable to "TLT Lottotainment Group Limited - Open Offer Account" (see the section headed "Procedures for application" on the reverse side of this form).

\*\* 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「TLT Lottotainment Group Limited - Open Offer Account」為抬頭人劃線開出(請參閱本表格背頁「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares.

假設公開發售之條件獲達成，認購數目少於或相等於申請人獲保證配發之發售股份之有效申請將獲全數接納。倘上欄內並無填上數目，則閣下將視作申請認購已收款項所代表之發售股份數目。倘股款少於認購上欄所填數目之發售股份所須支付之股款，則閣下將視作申請認購已收款項所代表之發售股份數目。申請將視作為申請認購完整之發售股份數目而作出。



**TLT LOTTOTAINMENT GROUP LIMITED**  
**彩娛集團有限公司**

(於香港註冊成立之有限公司)  
(股份代號：8022)

**條件**

1. 受禁制股東不得申請認購任何發售股份。
2. 概不會就收到之申請認購款項發出收據，惟預期申請獲全數或部分接納之發售股份股票將以平郵方式按表格所列地址寄交獲配發人；如屬聯名獲配發人，則寄交名列首位之獲配發人，郵誤風險概由有關人士承擔。
3. 填妥本申請表格將構成申請人指示及授權本公司及／或香港證券登記有限公司或彼等就此提名之其他人士代表申請人根據章程所述安排辦理本申請表格或其他文件之任何登記手續，以及進行有關公司或人士可能認為必需或合宜之所有其他一般事宜，將所申請認購之數目或較少數目之發售股份登記在申請人名下。
4. 發售股份申請人承諾簽署所有文件並採取一切其他必要行動，以讓申請人登記成為所申請認購之發售股份持有人，惟須符合本公司組織章程大綱及組織章程細則之規定。
5. 本公司收到認購款項後將隨即將之過戶，由此賺取之一切利息(如有)將撥歸本公司所有。倘支票未能於首次過戶時兌現，則有關申請將不獲受理。
6. 閣下申請認購發售股份之權利不得轉讓或放棄。
7. 本公司保留權利接受或拒絕任何不符合本申請表格所載申請手續之發售股份認購申請。

**申請手續**

閣下可透過填寫本申請表格申請認購數目相等於或少於乙欄所列 閣下獲保證配發之發售股份。

如欲申請認購少於 閣下獲保證配發之發售股份數目，請在本申請表格丁欄內填上所欲申請認購之發售股份數目及應繳款項總額(以申請認購之發售股份數目乘以0.50港元計算)。倘所收到之相應股款少於所填寫發售股份數目之所需股款，則申請人將被視作申請認購已收全數款項所代表較少數目之發售股份。

倘 閣下欲申請本申請表格乙欄所列數目之發售股份，則請在本申請表格丁欄內填上此數目。如無填上任何數目，則 閣下將被視作申請認購已收全數款項所代表數目之發售股份。

本公司將不會向合資格股東提呈發售額外發售股份，而任何未獲合資格股東承購之發售股份將由包銷商包銷。

填妥及簽署本申請表格並將相應股款緊釘其上後，請將表格對摺並於二零一三年十二月十二日(星期四)下午四時正前交回本公司之香港股份過戶登記分處香港證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有就申請保證獲配發之發售股份之股款必須為港元款項，支票必須由香港持牌銀行賬戶開出，而銀行本票則須由香港持牌銀行發出，並以「TLT Lottotainment Group Limited – Open Offer Account」為抬頭人及以「只准入抬頭人賬戶」方式劃線開出。除非本申請表格連同本申請表格丙欄或丁欄(視情況而定)所示適當股款於二零一三年十二月十二日(星期四)下午四時正前收訖，否則 閣下申請認購發售股份之權利以及一切有關權利將視作遭拒絕受理而予以註銷。

預期股票將於二零一三年十二月二十日(星期五)或之前以平郵方式寄予 閣下，郵誤風險概由 閣下自行承擔。 閣下將會就全部有效申請及獲發行之繳足股款發售股份獲發一張股票。

**終止包銷協議**

倘於最後終止時限之前(惟倘最後終止時限之日期為當日上午九時正至下午四時正期間香港懸掛或持續懸掛8號或以上熱帶氣旋警告信號或黑色暴雨警告信號之營業日，則最後終止時限日期應為下一個營業日且於該日上午九時正至下午四時正期間香港並無懸掛或持續懸掛8號或以上熱帶氣旋警告信號或黑色暴雨警告信號)發生下列事件：

- (1) 包銷商甲(代表包銷商)合理認為，下列事項可能對公開發售之順利進行造成重大不利影響：
  - (a) 實施任何新法例或法規或修訂現行法例或法規(或有關司法詮釋)，或出現任何性質事故，而包銷商甲(代表包銷商)合理認為可能對本集團整體業務或財務或經營狀況或前景或對公開發售之內容構成重大不利影響；或
  - (b) 本地、國家或國際間發生任何政治、軍事、金融、經濟或其他性質(不論是否有別於上述任何情況)之事件或變動(不論是否屬於簽訂包銷協議之前及／或之後發生或持續出現之連串事件或變動之一部分或本地、國家或國際間爆發敵對或武裝衝突或衝突升級，或事件足以影響本地證券市場，而令包銷商甲(代表包銷商)合理認為足以對本集團整體業務或財務或經營狀況或前景造成重大不利影響，或嚴重不利損害公開發售之順利進行，或令進行公開發售變為不宜或不智；或
- (2) 市場狀況出現任何不利變動(包括但不限於財政或金融政策之任何變動或外匯或貨幣市場之任何變動、證券買賣暫停或受到嚴重限制)，而包銷商甲(代表包銷商)合理認為可能嚴重不利損害公開發售之順利進行，或令進行公開發售變為不宜或不智；或
- (3) 包銷商甲(代表包銷商)合理認為，本公司或本集團任何成員公司之情況發生任何變動，將會對本公司前景構成不利影響，包括但不限於前述之一般性原則，如呈交清盤或通過清算或解散之有關決議案或發生與本集團任何成員公司有關或本集團任何重大資產遭損毀之類似事件；或
- (4) 任何不可抗力事件，包括但不限於其一般性原則，如任何天災、戰爭、暴亂、民眾騷亂、治安不靖、火災、水災、爆炸、流行病、恐怖主義、罷工或停工；或
- (5) 任何與本集團整體業務或財務或貿易狀況或前景有關之其他重大不利變動，不論是否與前述情況屬同類；或
- (6) 於緊接章程日期前已發生或發現但尚未於章程披露之任何事件而言，包銷商甲(代表包銷商)合理認為會導致公開發售存在重大遺漏；或
- (7) 全部證券或本公司證券於聯交所暫停買賣超過連續十個營業日期間，惟不包括就審批公佈、通函、代表委任表格、股東特別大會通告、章程文件或與公開發售有關之其他公佈或通函而遭暫停者，

則包銷商甲(代表包銷商)有權於最後終止時限之前向本公司發出書面通知，終止包銷協議。