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Melco LottVentures Limited

(Incorporated in the Cayman Islands with limited liability)

website: <http://www.melcolottventures.com.hk>

(Stock Code: 8198)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Melco LottVentures Limited (the “**Company**”) will be held at 31/F, The Centrium, 60 Wyndham Street, Central, Hong Kong on Thursday, 4 December 2008 at 3:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (i) the asset transfer agreement dated 7 September 2008 and a supplemental agreement dated 26 September 2008 (the “**Agreement**”) and both entered into between Intralot International Limited, as transferor (the “**Transferor**”) and the Company as transferee in relation to the sale and purchase (the “**Acquisition**”) of the Assets (as defined in the circular of the Company dated 11 November 2008) at the consideration of HK\$305,130,367.558, a copy of the Agreement having been produced to the EGM marked “A” and initialed by the chairman of the EGM for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (ii) the allotment and issue of an aggregate of 28,208,938 new ordinary shares (the “**Consideration Shares**”) of HK\$0.01 each (the “**Shares**”) in the share capital of the Company credited as fully paid at an issue price of HK\$0.991 per Consideration Share to the Transferor pursuant to the Agreement be and is hereby approved;
- (iii) the issue of the convertible bonds (the “**Convertible Bonds**”) in the principal amount of HK\$277,175,310 to be issued by the Company to the Transferor in accordance with the terms and conditions of the Agreement and the transactions contemplated therein be and is hereby approved;

- (iv) the issue of the convertible bonds (the “**Convertible Bonds II**”) in the principal amount of HK\$75,000,000 to be issued by the Company to the Transferor in accordance with the terms and conditions of the Agreement and the transactions contemplated therein be and is hereby approved; and
- (v) any one or more directors (the “**Directors**”) of the Company be and is/ are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient to give effect to the Agreement and transactions contemplated thereunder, including but not limited to the entering into of the software licence agreement; the issue of Convertible Bonds and the Convertible Bonds II; the allotment and issue of 28,208,938 Consideration Shares, the allotment and issue of 279,692,542 Shares (the “**Conversion Shares**”) of which may fall to be issued upon the exercise of the conversion rights attached to the Convertible Bonds; the allotment and issue of 69,709,080 Shares (the “**Conversion Shares II**”) of which may fall to be issued upon the exercise of the conversion rights attached to the Convertible Bonds II.”
2. “**THAT** subject to the ordinary resolution no. 1 above being duly passed, the unconditional specific mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with the Consideration Shares, the Conversion Shares and Conversion Shares II be and is hereby approved.”
3. “**THAT** the appointment of Mr. Christos Moumouris as an executive Director, which will only take effect after completion of the agreement, be and is hereby approved.”

SPECIAL RESOLUTION

4. “**THAT** subject to the completion of the Agreement and the approval of the Registrar of Companies in the Cayman Islands, the name of the Company be changed from “Melco LottVentures Limited” to “MelcoLot Limited” and carrying the existing Chinese name “新濠環彩有限公司” be and is hereby approved. The Directors be and are hereby authorised generally to do such acts and things and execute all documents or make such arrangements as they may consider necessary or expedient to effect the change of name.”

By order of the board of
Melco LottVentures Limited
Pang Kin Man, Edmond
Company Secretary

Hong Kong, 11 November 2008

Notes:

- (i) A member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is holder of two or more shares may appoint more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (ii) In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 48 hours before the time appointed for the meeting (or any adjournment thereof).
- (iii) Completion and return of the form of proxy will not preclude members of the Company from attending and voting in person at the meeting or any adjournment thereof should they so desire.

As at the date of this announcement, the Board consists of two executive Directors, namely Mr. CHAN Sek Keung, Ringo and Mr. KO Chun Fung, Henry, and three independent non-executive Directors, namely Mr. David TSOI, Mr. PANG Hing Chung, Alfred and Mr. SO Lie Mo, Raymond.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and on the Company's website at www.melcolottventures.com.hk.