THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 MelcoLot Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or to the transferee.

新濠環彩
MelcoLot

MelcoLot Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8198)

(I) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND GRANT RIGHTS TO SUBSCRIBE FOR AND CONVERT INTO SHARES, (II) PROPOSED RE-ELECTION OF DIRECTORS AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED FOR MORE THAN NINE YEARS, AND (III) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of MelcoLot Limited (the "**Company**") to be held at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Thursday, 8 May 2014 at 11:00 a.m. is set out on pages 16 to 20 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should you so wish.

This circular will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of its publication and on the Company's website at www.melcolot.com.

Hong Kong, 31 March 2014

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

"AGM"	the annual general meeting of the Company to be held at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Thursday, 8 May 2014 at 11:00 a.m.
"AGM Notice"	the notice convening the AGM as set out on pages 16 to 20 of this circular
"Annual Report"	the annual report of the Company for the year ended 31 December 2013
"Articles of Association" or "Article(s)"	the articles of association of the Company as may be amended from time to time
"associate(s)"	has the meaning ascribed to it under the GEM Listing Rules
"Board"	the board of Directors or a duly authorized committee thereof from time to time
"Company"	MelcoLot Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM
"Directors"	the directors of the Company from time to time
"GEM"	the Growth Enterprise Market of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM as may be amended from time to time
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	26 March 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
"Melco	Melco International Development Limited, a company incorporated in Hong Kong, the issued shares of which are listed on the Stock Exchange, and the parent company of the Company
"month"	calendar month

"Ordinary Resolution(s)"	the proposed ordinary resolution(s) as referred to in the AGM Notice
"Repurchase Mandate"	a proposal general unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in Ordinary Resolution no. 5 in the AGM Notice up to 10% of the issued share capital of the Company as at the date of passing such Ordinary Resolution
"SFO"	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.01 each in the capital of the Company
"Shareholder(s)"	holders of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.

新濠環彩
MelcoLot

MelcoLot Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8198)

Executive Directors:
Mr. Ko Chun Fung, Henry *(Chief Executive Officer)*
Mr. Tsang Yuen Wai, Samuel
Mr. Tam Chi Wai, Dennis

Non-executive Director:
Mr. Tsui Che Yin, Frank *(Chairman)*

Independent Non-executive Directors:
Mr. Tsoi, David
Mr. Pang Hing Chung, Alfred
Ms. Chan Po Yi, Patsy

Registered office:
Floor 4, Willow House
Cricket Square
P.O. Box 2804
Grand Cayman KY1-1112
Cayman Islands

Head office and principal place of business in Hong Kong:
Room 3701, 37th Floor
The Centrium
60 Wyndham Street
Central, Hong Kong

31 March 2014

To the Shareholders

Dear Sir or Madam,

(I) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND GRANT RIGHTS TO SUBSCRIBE FOR AND CONVERT INTO SHARES, (II) PROPOSED RE-ELECTION OF DIRECTORS AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED FOR MORE THAN NINE YEARS, AND (III) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM for, inter alia, (i) the granting of the general mandates for the issue and repurchase of Shares and grant of rights to subscribe for and convert into Shares; and (ii) re-election of Directors and continuous appointment of Mr. Tsoi, David as independent non-executive Director and other information regarding the AGM.

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND GRANT SHARE RIGHTS

At the AGM, Ordinary Resolutions will be proposed to renew the general mandates given to the Directors (i) to allot Shares and grant rights to subscribe for and convert into Shares not exceeding in aggregate 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution; (ii) to repurchase Shares which do not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution; and (iii) to add the aggregate amount of the Shares repurchased by the Company to the general mandate to the Directors to allot Shares of up to 20% of the issued share capital of the Company as at the date of passing of such resolution.

The general mandates to issue and repurchase Shares and grant rights to subscribe for and convert into Shares granted at the annual general meeting of the Company held on 7 May 2013 will lapse at the conclusion of the AGM. In this regard, resolutions nos. 4 to 6 set out in the notice of the AGM will be proposed at the AGM to renew these mandates. With reference to these resolutions, the Directors wish to state that they have no present intention to repurchase any Shares or to issue any Shares or grant rights to subscribe for and convert into Shares pursuant to the relevant mandates.

The explanatory statement as required by the GEM Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the relevant resolutions.

3. RE-ELECTION OF DIRECTORS AND CONTINUOUS APPOINTMENT OF MR. TSOI, DAVID

Pursuant to Article 87, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to, but not less than one-third, shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

Pursuant to Article 86(3), any Director appointed to fill in a casual vacancy on the Board shall hold office only until the next general meeting of the Company and shall then be eligible for re-election.

In accordance with Article 87, Mr. Tsoi, David shall retire from office by rotation at the AGM; whereas in accordance with Article 86(3), Mr. Tsui Che Yin, Frank, Mr. Tsang Yuen Wai, Samuel, Mr. Tam Chi Wai, Dennis and Ms. Chan Po Yi, Patsy shall retire from office at the AGM. Being eligible, each of them will offer himself/herself for re-election as executive Director/non-executive Director/independent non-executive Director (as the case may be).

Pursuant to Appendix 15 to the GEM Listing Rules, if an independent non-executive director serves more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by Shareholders. Mr. David Tsoi, Independent Non-executive Director, has served the Board for 13 years. The Board has received written confirmation from Mr. Tsoi regarding his independence in accordance with the GEM Listing Rules. In view of this and in view of the fact that Mr. Tsoi is a very seasoned and experienced director and professional, the Board considers Mr. Tsoi has the necessary character, integrity and experience to remain independent notwithstanding his long period of service and will continue to bring invaluable independent advice and perspectives to the Company and its business. The Board therefore recommends Mr. Tsoi be re-elected as Independent Non-executive Director of the Company at the AGM.

At the AGM, Ordinary Resolutions will be proposed to re-elect each of Mr. Tsui Che Yin, Frank, Mr. Tsang Yuen Wai, Samuel, Mr. Tam Chi Wai, Dennis, Mr. Tsoi, David and Ms. Chan Po Yi, Patsy as executive Director/non-executive Director/independent non-executive Director (as the case may be).

Brief biographical details of the retiring Directors proposed for re-election at the AGM are set out in Appendix II of this circular.

4. ANNUAL GENERAL MEETING

The notice convening the AGM is set out on pages 16 to 20 of this circular and a form of proxy for use at the AGM is also enclosed with this circular. To be valid, the enclosed form of proxy, together with any power of attorney or other authority under which it is signed must be completed in accordance with the instructions printed thereon and delivered to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the accompanying form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

According to Rule 17.47(4) of the GEM Listing Rules, any voting of the Shareholders at the AGM will be taken by way of poll and an announcement will be made after the AGM on the results of the AGM. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, no Shareholder will be required to abstain from voting on any resolutions to be approved at the AGM.

5. RESPONSIBILITY STATEMENT

This circular, 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 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.

6. RECOMMENDATION

The Directors are of the opinion that the above proposals for general mandates to issue and repurchase Shares and grant rights to subscribe for and convert into Shares, extend the general mandate to issue Shares to cover Shares repurchased and the proposed re-election of Directors and continuous appointment of Mr. Tsoi are in the best interests of the Company and the Shareholders and therefore recommend the Shareholders to vote in favour of the resolutions at the AGM.

Yours faithfully,
For and on behalf of the Board of
MelcoLot Limited
Ko Chun Fung, Henry
Executive Director and Chief Executive Officer

This is an explanatory statement given to all Shareholders relating to the Ordinary Resolution to be proposed at the AGM authorizing the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 13.08 of the GEM Listing Rules and other relevant provisions of the GEM Listing Rules.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,417,415,745 Shares.

Subject to the passing of the Ordinary Resolution no. 5 in the AGM Notice and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 241,741,574 Shares, representing approximately 10% of the issued share capital of the Company, during the period from the date of the passing of such Ordinary Resolution until (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 Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by Ordinary Resolution of the Shareholders in general meeting, whichever occurs first.

2. REASON FOR REPURCHASES

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

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Articles of Association, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company may not repurchase its own Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the Annual Report) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

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

Month	Price per Share Highest	Lowest
	HK$	*HK$*
2013		
March	0.76	0.49
April	0.78	0.59
May	0.68	0.61
June	0.62	0.48
July	0.63	0.52
August	0.57	0.45
September	1.19	0.53
October	1.11	0.87
November	1.55	0.92
December	1.94	1.36
2014		
January	1.78	1.03
February	1.26	1.10
March *(up to the Latest Practicable Date)*	1.38	1.10

5. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of association and Articles of Association and the applicable laws of the Cayman Islands.

6. THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares in issue and in the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the percentage interest in the Shares:

Name of Shareholder	**Capacity**	**Number of Shares held**	**Approximate percentage of the issued share capital of the Company** *(Note 1)*	**Approximate percentage of the issued share capital of the Company upon full exercise of the Repurchase Mandate**
Melco LottVentures Holdings Limited ("**Melco LV**")	Beneficial owner	983,626,409	40.69%	45.21%
Melco Leisure and Entertainment Group Limited ("**Melco Leisure**") *(Note 2)*	Held by a controlled corporation	983,626,409	40.69%	45.21%
Melco *(Note 3)*	Held by controlled corporations	983,626,409	40.69%	45.21%
Mr. Ho, Lawrence Yau Lung ("**Mr. Ho**") *(Note 4)*	Held by controlled corporations	983,626,409	40.69%	45.21%
Ms. Lo Sau Yan, Sharen *(Note 5)*	Held by spouse	983,626,409	40.69%	45.21%

Notes:

(1) As at the Latest Practicable Date, the total number of the issued Shares was 2,417,415,745.

(2) Melco Leisure was deemed to be interested in 983,626,409 Shares through its controlled corporation, Melco LV.

(3) Melco was deemed to be interested in 983,626,409 Shares through its controlled corporations, Melco LV and Melco Leisure.

(4) Mr. Ho was deemed to be interested in 983,626,409 Shares through his controlled corporations, Melco LV, Melco Leisure and Melco.

(5) Ms. Lo Sau Yan, Sharen is the spouse of Mr. Ho and was deemed to be interested in 983,626,409 Shares through the interest of her spouse, Mr. Ho.

On the basis of the current shareholdings of above Shareholders, an exercise of the Repurchase Mandate in full may result in them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code. However, the Company may not repurchase Shares which would result in the number of Shares held by the public being reduced to less than 25 per cent.

The GEM Listing Rules prohibit the Company from knowingly purchasing its securities on GEM from a "connected person", that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their associates (as defined in the GEM Listing Rules) have any present intention to sell Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that it has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the GEM or otherwise) during the six months immediately preceding the Latest Practicable Date.

Details of the Directors who will retire from office by rotation at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

(1) Mr. Tsui Che Yin, Frank

Mr. Tsui, aged 56, has been the Chairman and Non-executive Director of the Company since 2 July 2013. He is also a member of the audit committee of the Company and a director of certain subsidiaries of the Company.

Mr. Tsui is currently an executive director of Melco, a company listed on the Hong Kong Stock Exchange and the parent company of the Company. He is also a director of Mountain China Resorts (Holding) Limited, a company listed on the TSX Venture Exchange of Canada, an independent non-executive director of Jinhui Holdings Company Limited, a company listed on the Hong Kong Stock Exchange and a non-executive director of Jinhui Shipping and Transportation Limited, a company listed on the Oslo Stock Exchange. Mr. Tsui has more than 30 years of experience in investment and banking, having held senior management positions at various international financial institutions. Prior to joining Melco, Mr. Tsui was the President of China Assets Investment Management Limited which is the investment manager of China Assets (Holdings) Limited, a listed investment holding company in Hong Kong.

Mr. Tsui graduated with a bachelor's and a master's degree in business administration from the Chinese University of Hong Kong and with a law degree from the University of London. He is a member of the Certified General Accountants Association of Canada and the Hong Kong Securities Institute.

Save as disclosed above, Mr. Tsui does not hold any directorship in any other public companies, whether in Hong Kong or overseas, during the past three years, does not hold any other position with the Company or other members of the Group and does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (each as respectively defined in the GEM Listing Rules) of the Company.

Mr. Tsui has a letter of appointment with the Company for a term of two years commencing from 2 July 2013 unless terminated by either party by written notice of not less than one month and is subject to rotation, retirement and re-election at annual general meeting of the Company pursuant to the Articles of Association of the Company. Mr. Tsui is entitled to a director's fee of HK$360,000 per annum which is determined by the remuneration committee of the Company with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Tsui has personal interests of 6,000,000 underlying Shares in respect of the share options granted by the Company. In addition, he has personal interests of 181,660 shares of Melco and 6,736,000 underlying shares in respect of the share options granted by Melco. Save as disclosed above, Mr. Tsui does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or interests in debentures of the Company and its associated corporation within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Tsui has confirmed that there is no other matter which needs to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 17.50(2)(h) to Rule 17.50(2)(v) of the GEM Listing Rules in respect of his re-election.

(2) Mr. Tsang Yuen Wai, Samuel

Mr. Tsang, aged 59, has been an Executive Director of the Company since 2 July 2013.

Mr. Tsang is Group Legal Counsel and Company Secretary of Melco, a company listed on the Hong Kong Stock Exchange and the parent company of the Company. In that capacity, Mr. Tsang oversees the legal, corporate and compliance matters of Melco Group. Mr. Tsang has worked as a lawyer with major law firms and listed conglomerates in Hong Kong for over 20 years. He holds a master of laws degree from University of Hong Kong and a master of business administration degree from the Australian Graduate School of Management. Mr. Tsang is currently a director of Entertainment Gaming Asia Inc., a company listed on the NASDAQ Capital Market in the United States, and Alpha Peak Leisure Inc., a company listed on the TSX Venture Exchange of Canada.

Save as disclosed above, Mr. Tsang does not hold any directorship in any other public companies, whether in Hong Kong or overseas, during the past three years, does not hold any other position with the Company or other members of the Group and does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (each as respectively defined in the GEM Listing Rules) of the Company.

Mr. Tsang has a letter of appointment with the Company for a term of three years commencing from 2 July 2013 unless terminated by either party by written notice of not less than one month and is subject to rotation, retirement and re-election at annual general meeting of the Company pursuant to the Articles of Association of the Company. Mr. Tsang is entitled to a director's fee of HK$360,000 per annum which is determined by the remuneration committee of the Company with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Tsang has personal interests of 6,000,000 underlying Shares in respect of the share options granted by the Company. In addition, he has personal interests of 259,162 shares of Melco and 4,241,000 underlying shares in respect of the share options granted by Melco. Save as disclosed above, Mr. Tsang does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or interests in debentures of the Company and its associated corporation within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Tsang has confirmed that there is no other matter which needs to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 17.50(2)(h) to Rule 17.50(2)(v) of the GEM Listing Rules in respect of his re-election.

(3) Mr. Tam Chi Wai, Dennis

Mr. Tam, aged 44, has been an Executive Director of the Company since 2 July 2013. He is also a member of the remuneration committee and a director of certain subsidiaries of the Company. Mr. Tam oversees the strategic investment, financial control, treasury and corporate finance of the Group.

Mr. Tam is currently the Group Finance Director and Head of Human Resources and Administration of Melco, a company listed on the Hong Kong Stock Exchange and the parent company of the Company. He is also a director of Alpha Peak Leisure Inc., a company listed on the TSX Venture Exchange of Canada. Mr. Tam has more than 15 years of experience in accounting, financial control, corporate finance and mergers & acquisitions. Prior to joining Melco, Mr. Tam held senior management positions at various listed local and multinational companies.

Mr. Tam obtained his Master degree in Accounting from Monash University in Australia and completed his PhD program at Washington Intercontinental University in the United States. He was also trained at Harvard Business School in Cambridge, the United States. He holds the Honorary Vice Chairman for Greater China of the Institute of Certified Management Accountants, a fellow member of the Financial Services Institute of Australasia, a member of the Institute of Public Accountants, a member of CPA Australia, a member of the Institute of Administrative Management in United Kingdom and Advisor of General Education Development Committee in Peking University Shenzhen Graduate School. Mr. Tam is a former member of Chinese People's Political Consultative Conference, Nan Kang City, Jiang Xi Province. He is also a member of the Standing Committee of "The Economic Observer Weekly", run by the Market Economy Institute of the Development Center of China's State Council.

Save as disclosed above, Mr. Tam does not hold any directorship in any other public companies, whether in Hong Kong or overseas, during the past three years, does not hold any other position with the Company or other members of the Group and does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (each as respectively defined in the GEM Listing Rules) of the Company.

Mr. Tam has a letter of appointment with the Company for a term of three years commencing from 2 July 2013 unless terminated by either party by written notice of not less than one month and is subject to rotation, retirement and re-election at annual general meeting of the Company pursuant to the Articles of Association of the Company. Mr. Tam is entitled to a director's fee of HK$360,000 per annum which is determined by the remuneration committee of the Company with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Tam has personal interests of 6,000,000 underlying Shares in respect of the share options granted by the Company. In addition, he has personal interests of 35,554 shares of Melco and 5,378,668 underlying shares in respect of the share options granted by Melco. Save as disclosed above, Mr. Tam does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or interests in debentures of the Company and its associated corporation within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Tam has confirmed that there is no other matter which needs to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 17.50(2)(h) to Rule 17.50(2)(v) of the GEM Listing Rules in respect of his re-election.

(4) Mr. Tsoi, David

Mr. Tsoi, aged 66, has been an Independent Non-executive Director of the Company since October 2001. He is the chairman of both the audit committee and the remuneration committee and a member of the nomination committee of the Company.

Being a Certified Public Accountant by profession, Mr. Tsoi currently practises as managing director of Alliott, Tsoi CPA Limited. He is a fellow member of the Association of Chartered Certified Accountants, Hong Kong Institute of Certified Public Accountants and an associate member of the Association of Certified General Accountants of Canada and Institute of Chartered Accountants of England & Wales. He is also a fellow member of the Hong Kong Institute of Directors and a member of CPA Australia. Mr. Tsoi holds a master's degree in business administration from the University of East Asia, Macau.

Mr. Tsoi is currently an independent non-executive director of CSR Corporation Limited, Enviro Energy International Holdings Limited and Universal Technologies Holdings Limited, all of which are companies listed on the Hong Kong Stock Exchange.

Save as disclosed above, Mr. Tsoi does not hold any directorship in any other public companies, whether in Hong Kong or overseas, during the past three years, does not hold any other position with the Company or other members of the Group and does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (each as respectively defined in the GEM Listing Rules) of the Company.

Mr. Tsoi has a letter of appointment with the Company for a term of two years commencing from 1 April 2012 unless terminated by either party by written notice of not less than one month and is subject to rotation, retirement and re-election at annual general meeting of the Company pursuant to the Articles of Association of the Company. Mr. Tsoi is entitled to a fee of HK$120,000 per annum for acting as an Independent Non-executive Director, a fee of HK$12,000 per annum for acting as the chairman of the audit committee and a fee of HK$12,000 per annum for acting as the chairman of the remuneration committee. Such fees are determined by the remuneration committee of the Company with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Tsoi has personal interests of 100,620 Shares of the Company. Save as disclosed above, Mr. Tsoi does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or interests in debentures of the Company and its associated corporation within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Tsoi has confirmed that there is no other matter which needs to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 17.50(2)(h) to Rule 17.50(2)(v) of the GEM Listing Rules in respect of his re-election.

(5) Ms. Chan Po Yi, Patsy

Ms. Chan, aged 49, has been an Independent Non-executive Director of the Company since 13 November 2013. She is also the chairman of the nomination committee and a member of the audit committee and the remuneration committee of the Company.

Ms. Chan is currently the chief operating officer of Richemont Asia Pacific Limited, Hong Kong and Macau. She has been working with Richemont Luxury Group, one of the world leading luxury goods groups, for over 10 years. With more than 20 years of experience in several prestigious multinational corporations, Ms. Chan leads the company in maximizing operational efficiency and cost effectiveness with knowledge in risk management and corporate governance as well as in-depth perception in strategic planning and performance measurement development. Prior to joining Richemont Luxury Group, she held various management positions in Piaget, Marsh & McLennan and other multinational companies.

Ms. Chan holds a Bachelor's degree of Commerce in Accounting from University of New South Wales in Sydney, Australia and participated in the Luxury Brand Management Executive Program at ESSEC Business School. She is a member of CPA Australia, a member of Institute of Certified Management Accountants and a member of the Institute of Public Accountants, Australia.

Save as disclosed above, Ms. Chan does not hold any directorship in any other public companies, whether in Hong Kong or overseas, during the past three years, does not hold any other position with the Company or other members of the Group and does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (each as respectively defined in the GEM Listing Rules) of the Company.

Ms. Chan has a letter of appointment with the Company for a term of two years ending on 12 November 2015 which will be automatically renewed for consecutive terms(s) of two years, subject to rotation, retirement and re-election at annual general meeting of the Company pursuant to the Articles of Association of the Company. Ms. Chan is entitled to a fee of HK$120,000 per annum for acting as an Independent Non-executive Director and a fee of HK$12,000 per annum for acting as the chairman of the nomination committee. Such fees are determined by the remuneration committee of the Company with reference to her duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Ms. Chan has personal interests of 20,000 shares of Melco, an associated corporation of the Company. Save as disclosed above, Ms. Chan does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or interests in debentures of the Company and its associated corporation within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Chan has confirmed that there is no other matter which needs to be brought to the attention of the Shareholders in connection with her re-election and there is no other information that should be disclosed pursuant to Rule 17.50(2)(h) to Rule 17.50(2)(v) of the GEM Listing Rules in respect of her re-election.

新濠環彩
MelcoLot

MelcoLot Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8198)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of MelcoLot Limited (the "**Company**") will be held at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Thursday, 8 May 2014 at 11:00 a.m. for the following purposes:

1. To consider, receive and adopt the audited financial statements and the reports of the directors and auditor for the year ended 31 December 2013;

2. (I) (a) To re-elect Mr. Tsui Che Yin, Frank as non-executive director; *(note 7)*

   (b) To re-elect Mr. Tsang Yuen Wai, Samuel as executive director; *(note 7)*

   (c) To re-elect Mr. Tam Chi Wai, Dennis as executive director; *(note 7)*

   (d) To re-elect Mr. Tsoi, David, who has served the Company for more than nine years, as independent non-executive director; *(note 7)*

   (e) To re-elect Ms. Chan Po Yi, Patsy as independent non-executive director; *(note 7)*

   (II) To authorize the board of directors to fix the directors' remuneration;

3. To re-appoint the auditor and to authorize the board of directors to fix its remuneration;

As special business, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

Grant of a general mandate to issue shares

4. "**THAT:**

   (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, 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 and deal with additional shares in the capital of the Company, to grant rights to subscribe for, or convert any security into, shares of the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant, whether conditionally or unconditionally, offers, agreements and options which would or might require the exercise of such powers, during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:

(i) a Rights Issue (as hereinafter defined); or

(ii) the grant or exercise of any option under any share option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to employee, director, advisor or business consultant of the Company and/or any of its subsidiaries of shares in the Company or rights to acquire shares in the Company; or

(iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the Articles of Association of the Company in force from time to time; or

(iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants or convertible bonds issued by the Company or any securities which carry rights to subscribe for or are convertible into shares in the Company;

shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purpose of this resolution,

"Relevant Period" means the period from the date of the passing 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 the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

"Rights Issue" means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the Company on the register on a fixed record date in proportion to their then holdings of such shares (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange in any territory applicable to the Company)."

Grant of a general mandate to repurchase shares

5. "**THAT:**

(a) subject to paragraph (b) of this resolution, 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 in the capital of the Company on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited or any other stock exchange on which the shares in the Company may be listed and recognized by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for such purpose, subject to and in accordance with the rules and regulations of the Securities and Future Commission, The Stock Exchange of Hong Kong Limited, the Companies Law of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of shares in the Company which the Company is authorized to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

(c) for the purpose of this resolution,

"Relevant Period" means the period from the date of 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 the Articles of Association of the Company or any other applicable law of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution."

Extension of Resolution 4 to number of shares repurchased in Resolution 5

6. "**THAT** conditional upon the passing of resolution nos. 4 and 5 of the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the Company pursuant to the said resolution no. 4 be and is hereby extended by the addition thereto of an amount representing 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 pursuant to the said resolution no. 5."

By order of the Board of
MelcoLot Limited
Ko Chun Fung, Henry
Executive Director and Chief Executive Officer

Hong Kong, 31 March 2014

Registered office:
Floor 4, Willow House
Cricket Square
P.O. Box 2804
Grand Cayman KY1-1112
Cayman Islands

Head office and principal place of business in Hong Kong:
Room 3701, 37th Floor
The Centrium
60 Wyndham Street
Central, Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.

2. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of shareholders of the Company in respect of such share shall alone be entitled to vote in respect thereof.

3. The instrument appointing a proxy and 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, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof).

4. Completion and return of the form of proxy will not preclude a shareholder from attending the Meeting and voting in person at the Meeting or any adjournment thereof if he so desires. If a shareholder attends the Meeting after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.

5. With regard to ordinary resolution no. 5 of this notice, an explanatory statement containing information regarding the repurchase by the Company of its own shares are set out in Appendix I to the circular of the Company to shareholders dated 31 March 2014 together with the 2013 Annual Report of the Company.

6. Article 66 of the Company's articles of association sets out the procedure by which shareholders of the Company may demand a poll at general meetings.

   According to Rule 17.47(4) of the GEM Listing Rules, any voting of the shareholders of the Company at the annual general meeting will be taken by way of a poll and an announcement of the voting results will be made after the annual general meeting. Accordingly, the resolutions will be taken by way of a poll at the annual general meeting.

7. The biographical details of Mr. Tsui Che Yin, Frank, Mr. Tsang Yuen Wai, Samuel, Mr. Tam Chi Wai, Dennis, Mr. Tsoi, David and Ms. Chan Po Yi, Patsy are set out in Appendix II to the circular of the Company dated 31 March 2014.

8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.