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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)

PROPOSED CHANGE OF AUDITOR

This announcement is made pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The board of directors (the “**Board**”) of REXLot Holdings Limited (the “**Company**”) announces that Messrs. Ting Ho Kwan & Chan (“**THKC**”), the existing auditor of the Company, will retire as auditor of the Company with effect from the conclusion of the upcoming annual general meeting of the Company (the “**AGM**”) and THKC will not offer itself for re-appointment. An ordinary resolution will be proposed at the AGM to appoint Ting Ho Kwan & Chan CPA Limited (“**THKC CPA Ltd**”) as the auditor of the Company to fill the vacancy arising from the retirement of THKC.

The Company was advised by THKC that due to their internal corporate structure reorganisation, part of the practice of THKC has been reorganised under THKC CPA Ltd. THKC CPA Ltd was incorporated in 1998 and registered as corporate practice in 2013 with the Partners of THKC being the directors of THKC CPA Ltd. The management of THKC CPA Ltd is also the same as THKC.

The Board considers that it is in the best interests of the Company and its shareholders (the “**Shareholders**”) as a whole if the auditor shall continue to serve the Company under the capacity of THKC CPA Ltd.

The Company has received a letter from THKC confirming that there are no matters in connection with its retirement that need to be brought to the attention of the Shareholders. The Board also confirms that there are no circumstances in respect of the proposed change of auditor that need to be brought to the attention of the Shareholders.

The proposed appointment of THKC CPA Ltd as auditor of the Company is subject to the approval by the Shareholders at the AGM. A circular containing, among other things, the proposed change of auditor together with the notice of AGM, will be despatched to the Shareholders in due course.

By Order of the Board
Chan How Chung, Victor
Executive Director

Hong Kong, 31 March 2015

As at the date of this announcement, the Board comprises two executive directors namely Mr. Chan How Chung, Victor and Mr. Boo Chun Lon and three independent non-executive directors namely Mr. Yuen Wai Ho, Mr. Chow Siu Ngor and Mr. Lee Ka Lun.