

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 licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in Loto Interactive Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



Loto Interactive Limited

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

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in the lower portion of the front and inside cover pages have the same respective meanings as those defined in the section headed "Definitions" of this circular.

A notice convening the EGM to be held at Unit 3506, 35th Floor, Tower One, Lippo Centre, 89 Queensway, Hong Kong on Wednesday, 12 October 2022 at 11:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular.

A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend and/or vote at the EGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it 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 practicable but in any event not later than 48 hours before the time appointed for holding the EGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so wish.

PRECAUTIONARY MEASURES FOR THE EGM

With a view to preventing and controlling the spreading of the Novel Coronavirus (COVID-19), the Company will implement certain precautionary measures at the EGM, which include but are not limited to:

- compulsory temperature checks and health declarations
- wearing of surgical face masks at the EGM venue and throughout the EGM
- no distribution of corporate gifts and refreshments

Please see page 1 of this circular for further details on the preventive measures being taken by the Company at the EGM.

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company encourages attendees to wear face masks and reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolution(s) at the EGM as an alternative to attending the EGM in person.

The Company is closely monitoring the impact of COVID-19 and changes of situation in Hong Kong and will assess if any changes to the arrangement of the EGM will be required. Should there be any changes on the details of the EGM, the Company will notify the Shareholders via an announcement posted on the websites of both the Stock Exchange (at www.hkexnews.hk) and the Company (at www.lotoie.com).

This circular will remain on the "Latest Listed Company Announcements" page of the Stock Exchange's website at www.hkexnews.hk for at least 7 days from the date of its publication and on the Company's website at www.lotoie.com

Hong Kong, 26 September 2022

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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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PRECAUTIONARY MEASURES FOR THE EGM

In view of the ongoing Novel Coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the EGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius, or any individual who has any flu-like symptoms or is otherwise unwell, may be denied entry into the meeting venue or be required to leave the meeting venue;
- (ii) Each attendee shall wear a surgical face mask throughout the EGM and inside the meeting venue at all times, and to maintain appropriate social distances between attendees;
- (iii) No corporate gift, food or beverages will be provided at the EGM; and
- (iv) Each attendee may be asked (a) whether he/she travels outside of Hong Kong within the 14-day period immediately before the EGM; (b) whether he/she is subject to any Hong Kong Government prescribed quarantine; and (c) to complete a health declaration form. Anyone who responds positively to (a) or (b) or refuse to complete the described form under (c) above may be denied entry into the meeting venue or be required to leave the meeting venue.

To the extent permitted under applicable laws, the Company reserves the right to deny entry into the meeting venue or require any person to leave the meeting venue in order to ensure the safety of the attendees at the EGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the EGM as their proxy to vote on the relevant resolution(s) at the EGM instead of attending the EGM in person.

The proxy form is attached to the EGM circular for Shareholders who opt to receive physical circulars. Alternatively, the proxy form can be downloaded from the "Investor Relations" section of the Company's website at www.lotoie.com or the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

If any Shareholder chooses not to attend the EGM in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to contact the Company by email to info@lotoie.com or by mail to the Company Secretary at Unit 3506, 35th Floor, Tower One, Lippo Centre, 89 Queensway, Hong Kong.

The Company is closely monitoring the impact of COVID-19 and changes of situation in Hong Kong and will assess if any changes to the arrangement of the EGM will be required. Should there be any changes on the details of the EGM, the Company will notify the Shareholders via an announcement posted on the websites of both the Stock Exchange (at www.hkexnews.hk) and the Company (at www.lotoie.com).

If Shareholders have any questions relating to the EGM, please contact Computershare Hong Kong Investor Services Limited, the share registrar of the Company, as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East, Wanchai, Hong Kong
Website: www.computershare.com/hk/contact
Tel: 2862 8555
Fax: 2865 0990

DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“Company”	Loto Interactive Limited 樂透互娛有限公司 (stock code: 8198), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be held at Unit 3506, 35th Floor, Tower One, Lippo Centre, 89 Queensway, Hong Kong on Wednesday, 12 October 2022 at 11:00 a.m. (or any adjournment thereof) to consider, and if thought fit, to approve the Proposed Change of Company Name
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Proposed Change of Company Name”	the proposed change of the official registered English name of the Company from “Loto Interactive Limited” to “Crypto Flow Technology Limited” and the dual foreign name in Chinese of the Company from “樂透互娛有限公司” to “加冕科技有限公司”
“Share(s)”	ordinary share(s) of HK\$0.1 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



Loto Interactive Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8198)

Executive Directors:

Mr. Li Hongbin (*Chairman*)

Mr. Huang Yibin (*Chief Executive Officer*)

Independent non-executive Directors:

Mr. Chu, Howard Ho Hwa

Mr. Tong, I Tony

Mr. Sun Yuqiang

Registered office:

P.O. Box 31119

Grand Pavilion, Hibiscus Way

802 West Bay Road

Grand Cayman, KY1-1205

Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Unit 3506, 35th Floor, Tower One

Lippo Centre, 89 Queensway

Hong Kong

26 September 2022

To the Shareholders

Dear Sirs or Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company in respect of the Proposed Change of Company Name dated 19 September 2022.

The purpose of this circular is to provide you with information relating to the Proposed Change of Company Name and to give you notice of the EGM at which a special resolution will be proposed to approve the Proposed Change of Company Name.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the official registered English name of the Company from “Loto Interactive Limited” to “Crypto Flow Technology Limited” and to adopt “加幂科技有限公司” as the dual foreign name of the Company in place of its existing Chinese name of “樂透互娛有限公司”.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name will be subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.

The relevant filings with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the EGM. Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and Chinese name of the Company on the register in place of the existing English name and Chinese name of the Company. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

Following the completion of the share and purchase agreement dated 12 July 2022 entered into between BIT Mining Limited as the vendor and Manful Kingdom Limited as the purchaser in respect of the sale and purchase of approximately 51.00% of the total issued share capital of the Company, Manful Kingdom Limited has become a controlling Shareholder. The Board considers that the Proposed Change of Company Name will provide the Company with a more appropriate corporate image and identity and better reflect the relationship between the Company and its new controlling Shareholder. The Proposed Change of Company Name will also reflect the direction of future development of the Group. Therefore, the Board believes that the Proposed Change of Company Name is in the best interests of the Company and Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the existing Shareholders or the Company’s daily business operation or its financial position. All existing share certificates of the Company in issue bearing the current English name and Chinese name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be good evidence of legal title to such Shares and will continue to be valid for trading, settlement, registration and delivery for the same number of shares in the new English name and Chinese name of the Company.

LETTER FROM THE BOARD

Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing in the new English name and Chinese name of the Company. Upon the Proposed Change of Company Name becoming effective, all new share certificates will be issued in the new English name and Chinese name of the Company.

Subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities of the Company on the Stock Exchange will also be changed after the new company name becomes effective. The Company will make further announcement(s) on the effective dates of the Proposed Change of Company Name and the new English and Chinese stock short names of the Company under which the Shares will be traded on the Stock Exchange. The stock code of the Company will remain as “8198”.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 11 October 2022 to Wednesday, 12 October 2022 (both days inclusive) during which period no transfer of Shares may be effected for the purpose of determining shareholders who are entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificate(s) should be lodged for registration with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 10 October 2022.

EGM

The notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular. The EGM will be held at Unit 3506, 35th Floor, Tower One, Lippo Centre, 89 Queensway, Hong Kong on Wednesday, 12 October 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, to approve the Proposed Change of Company Name.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at 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 but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire and in such case, the proxy form shall be deemed to be revoked.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the special resolution to be proposed at the EGM to approve the Proposed Change of Company Name.

LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll and an announcement of the voting results will be made after the general meeting. Accordingly, the resolution to be proposed at the EGM and contained in the notice of the EGM will be voted by way of a poll by the Shareholders.

RECOMMENDATIONS

Having taken into account the reasons for the Proposed Change of Company Name as set out in this letter from the Board above, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolution at the EGM.

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.

MISCELLANEOUS

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

Yours faithfully,
For and on behalf of the Board of
Loto Interactive Limited
Huang Yibin
Chief Executive Officer and Executive Director

NOTICE OF THE EGM



Loto Interactive Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8198)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Loto Interactive Limited (the “**Company**”) will be held at Unit 3506, 35th Floor, Tower One, Lippo Centre, 89 Queensway, Hong Kong on Wednesday, 12 October 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“THAT

- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained, the official registered English name of the Company be and is hereby changed from “Loto Interactive Limited” to “Crypto Flow Technology Limited” and the dual foreign name in Chinese of the Company be and is hereby changed from “樂透互娛有限公司” to “加幂科技有限公司” (the “**Proposed Change of Company Name**”) with effect from the date of entry of the new English name and new Chinese name of the Company on the register maintained by the Registrar of Companies in the Cayman Islands; and
- (b) any one director of the Company be and is hereby authorised to execute all such other documents and agreements for and on behalf of the Company and do all such acts and things as he may in his absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board

Loto Interactive Limited

Huang Yibin

Chief Executive Officer and Executive Director

Hong Kong, 26 September 2022

NOTICE OF THE EGM

Registered office:

P.O. Box 31119
Grand Pavilion, Hibiscus Way
802 West Bay Road
Grand Cayman, KY1-1205
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Unit 3506, 35th Floor, Tower One
Lippo Centre, 89 Queensway
Hong Kong

Notes:

1. A Shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him/her/it. A proxy need not be a Shareholder of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. Where there are joint holders of any Share, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
3. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy thereof 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 not less than 48 hours before the time appointed for holding the EGM or at any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.
4. For determining the entitlement as members of the Company to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 11 October 2022 to Wednesday, 12 October 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 10 October 2022.
5. 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 a general meeting will be taken by way of a poll and an announcement of the voting results will be made after the general meeting. Accordingly, the resolutions will be taken by way of a poll at the EGM.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
7. If typhoon signal no. 8 or above or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the website of the Company at www.lotoie.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify members of the Company of the date, time and place of the re-scheduled EGM.

NOTICE OF THE EGM

PRECAUTIONARY MEASURES FOR THE EGM

With a view to preventing and controlling the spreading of the Novel Coronavirus (COVID-19), the Company will implement certain precautionary measures at the EGM, which include but are not limited to:

- compulsory temperature checks and health declarations
- wearing of surgical face masks at the EGM venue and throughout the EGM
- no distribution of corporate gifts and refreshments

Please see page 1 of this circular for further details on the preventive measures being taken by the Company at the EGM.

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company encourages attendees to wear face masks and reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolution(s) at the EGM as an alternative to attending the EGM in person.

The Company is closely monitoring the impact of COVID-19 and changes of situation in Hong Kong and will assess if any changes to the arrangement of the EGM will be required. Should there be any changes on the details of the EGM, the Company will notify the Shareholders via an announcement posted on the websites of both the Stock Exchange (at www.hkexnews.hk) and the Company (at www.lotoie.com).