

# ReedSmith Richards Butler LLP

禮德齊伯禮律師行有限法律責任合夥

Reed Smith Richards Butler LLP  
17th Floor, One Island East  
Taikoo Place  
18 Westlands Road  
Quarry Bay, Hong Kong  
Tel +852 2810 8008  
reedsmith.com

**Denise Jong**

Direct Phone: +852 2507 9735

Email: [denise.jong@reedsmith.com](mailto:denise.jong@reedsmith.com)

18 March 2024

Our Ref: DJONG/275136.00037

**Palasino Holdings Limited**

百樂皇宮控股有限公司

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

**Guotai Junan Capital Limited**

27/F, Low Block

Grand Millennium Plaza

181 Queen's Road Central

Hong Kong

**Guotai Junan Securities (Hong Kong) Limited**

27/F, Low Block

Grand Millennium Plaza

181 Queen's Road Central

Hong Kong

(for itself and on behalf of the Hong Kong Underwriters (as defined in the prospectus of Palasino Holdings Limited dated 18 March 2024))

Dear Sirs,

**Re: Palasino Holdings Limited 百樂皇宮控股有限公司**

1. We have acted as the legal advisers to Palasino Holdings Limited (the “**Company**”) as to the laws of the Hong Kong Special Administrative Region of the People’s Republic of China (“**Hong Kong**”) as applied by the Hong Kong courts (the “**Hong Kong Law**”) in connection with the proposed

**PARTNERS:**

Denise Jong	K C Mok	L J Li ^ *	A Woo ^	G F H Wang	M W H Sinn	P A Glover ^	Wang Fang
Asha Sharma	Janet Cheung	P H Y Wong	M N Cornell	May Wong	Cynthia Wei	Steve Tam	Ji Hui
Delpha Ho	Ivy Lai *	P T H Lee	Li Min ^	W T Pan	Mark A West	Donald Sham	Jill T L Wong

**CONSULTANT:**

M R D Pepper ^

\* China-Appointed Attesting Officer

^ GBA Lawyer

^ Not ordinarily resident in Hong Kong

Abu Dhabi • Astana • Athens • Austin • Beijing • Brussels • Century City • Chicago • Dallas • Dubai • Frankfurt • Hong Kong • Houston • London • Los Angeles • Miami • Munich  
New York • Orange County • Paris • Philadelphia • Pittsburgh • Princeton • Richmond • San Francisco • Shanghai • Silicon Valley • Singapore • Tysons • Washington, D.C. • Wilmington

reedsmith.com

listing of the Company's shares on The Stock Exchange of Hong Kong Limited. This opinion is furnished with regard to certain matters relating to the gaming business of the Company and its subsidiaries (the "**Group**").

2. We are lawyers qualified to practise in Hong Kong. This opinion is confined solely to matters of Hong Kong Law. Accordingly, we express no opinion with regard to any system of law other than Hong Kong Law as at the date hereof. We assume no obligation to update or supplement our opinion to reflect any fact or circumstance that may hereafter come to our attention or any change in law that may hereafter occur or become effective. For the purpose of this legal opinion, we have made no independent investigation into the laws of any other jurisdiction. This opinion is given on the basis that it will be, and it is, governed by and construed in accordance with the Hong Kong Law. In this opinion, Hong Kong Law refers to the domestic laws of Hong Kong as applied by the Hong Kong courts only and not its conflict of laws rules.

For the purposes of this opinion, we have been provided with, and have examined only the confirmation (a copy of which is attached to this letter as Schedule 1, the "**Confirmation**") signed by a director of the Company dated the even date confirming that, to the best of the knowledge, information and belief of the directors of the Company, having made all reasonable enquiries:

- (a) all gaming activities conducted by the Group take place outside Hong Kong; and
- (b) the bookmaking transactions of the Group and parties to such transactions are outside Hong Kong.

### **Assumptions**

3. The opinion is subject to the following assumptions, limitations and qualifications:
  - (a) that all initials, signatures, stamps, chops and seals (if any) on the Confirmation are genuine and authentic and that all documents submitted to us as certified, photocopies, faxed or specimen documents conform to the originals and that the originals are authentic and that there have been no amendments thereto;
  - (b) the authenticity and completeness of all documents submitted to us as originals (if any), the conformity to original documents of all documents submitted to us as photocopies or facsimile copies and the authenticity of the originals of such documents submitted as photocopies or facsimile copies, and that there have been no amendments thereto;
  - (c) that the Confirmation has been validly executed and delivered by the party thereto and that it has the necessary capacity, power and authority and has taken all necessary actions (including fulfilling all internal authorization procedures) to authorize the execution, delivery and performance by it thereof and such authorization has not been amended or revoked and is valid for such execution and delivery; that there has not been any amendment or variation to the Confirmation since the same has been provided / made available to us, and to the extent that there is any such amendment to, or variation of, any documents executed or transaction effected which is ancillary or collateral thereto, we express no opinion to such amendment or variation;
  - (d) there are no provisions of the laws or regulations of any jurisdiction (other than the laws of Hong Kong) which would be contravened by the execution and delivery of, or performance

of obligations or exercise of rights under the Confirmation or which might have any implication in relation to the opinions expressed herein including as a matter of conflict of laws principles or otherwise;

- (e) that all statements of fact, information contained in the Confirmation are, when made or repeated or deemed to be made or repeated, as at the date of this opinion, correct, true, accurate, complete and up-to-date;
- (f) that all documents examined by us remain and will remain in the form examined by us, without amendment or supplement (whether in writing or otherwise); and
- (g) that where any matters set out in this opinion are expressed to be based on our knowledge or with reference to matters of which we are aware, the knowledge is limited to actual knowledge without any additional investigation undertaken for the purpose of the giving of this opinion.

### **Qualification**

4. The opinions set forth above are also subject to the following qualification:

- (a) this opinion is confined to circumstances and facts existing and known to us as at the date hereof unless otherwise stated, and we assume no obligation to advise you of changes that may hereafter be brought to our attention. Specifically, we have, with your consent, relied on the Confirmation without independent verification.

### **Opinion**

5. Based on the Confirmation and such assumptions, limitations and qualifications set forth herein, and having regard to such considerations of Hong Kong Law in force as at the date of this opinion as we consider relevant, we are of the opinion that the operation of the gaming activities by the Group is not unlawful under and does not violate any applicable laws in Hong Kong, including but not limited to the Gambling Ordinance (Chapter 148 of the Laws of Hong Kong).

### **Basic Law**

- 6. The Basic Law provides that the laws of Hong Kong in force at June 30, 1997 are to be applied in Hong Kong only in so far as they are not declared by the Standing Committee of the National People's Congress of the People's Republic of China (the Standing Committee) to contravene the Basic Law.
- 7. The Basic Law does not appear to include any provision which would be contravened by any Hong Kong Law in force today and which is relevant to this opinion. However, the interpretation of the Basic Law, and specifically in relation to provisions of the matters of the Basic Law which pertain to state immunity, is a matter for the Standing Committee and we express no opinion as to how it will act.

**Limits on this Opinion**

8. This opinion is rendered for your benefit and may be disclosed as required by law or regulation (including the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) or as requested by any governmental, judicial, regulatory or administrative authority or securities exchange or to your professional legal advisers for the purposes of information only and on the strict understanding that we assume and shall have no duty or liability whatsoever to any such recipient as a result or otherwise. This opinion is limited to the matters stated herein, and no opinion or belief is implied or may be inferred beyond the matters expressly stated herein.

Yours faithfully

A handwritten signature in cursive script that reads "Reed Smith Richards Butler LLP".

**Reed Smith Richards Butler LLP**

Encl.

**SCHEDULE 1**  
**CONFIRMATION LETTER OF THE COMPANY**

To: Reed Smith Richards Butler LLP  
17th Floor, One Island East  
Taikoo Place  
18 Westlands Road  
Quarry Bay, Hong Kong

Date: 18 March 2024

Dear Sirs,

**Re: Palasino Holdings Limited 百樂皇宮控股有限公司**

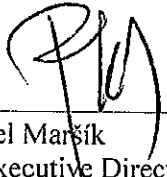
Reference is made to the proposed listing of the shares of Palasino Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on The Stock Exchange of Hong Kong Limited.

I, the undersigned, hereby confirm that, for and on behalf of the board of directors (the “**Directors**”) of the Company and to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries:

- (i) all gaming activities conducted by the Group take place outside Hong Kong;
- (ii) the bookmaking transactions of the Group and parties to such transactions are outside Hong Kong;
- (iii) as for online gaming, we will require representations from customers that they are not accessing from jurisdictions where online gaming is not licensed. As for our internal controls, the Group has adopted the following internal control measures:
  - i. when registering an online gaming account, the player must indicate his/her country of residence from a drop-down menu, which only contains the jurisdictions that allow online gaming and the jurisdictions where the Group is allowed to operate its online gaming business;
  - ii. responsible personnel of the Group will continuously monitor the registration data and the operating data to identify any suspicious activities over the online gaming. For example, we will check the country of residence indicated during the registration against the IP address of the actual place where the player places bets. Frequent changes in IP address and logins from blacklisted IP address of a player may lead to immediate termination of the account of such player; and
  - iii. a geo-location lock will be implemented where the IP used to access the site (prior to registration and/or login) is an IP from a restricted jurisdiction, which will consequently prevent registration and/or log in with such IP.

For and on behalf of

**The Board of Directors of  
Palasino Holdings Limited**

A handwritten signature in black ink, consisting of stylized initials 'PM' with a vertical line extending downwards from the 'M'.

\_\_\_\_\_  
Name: Pavel Maršik  
Position: Executive Director