

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 China LotSynergy Holdings Limited, you should at once hand this circular to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



China LotSynergy Holdings Limited

華彩控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 8161)

**DISCLOSEABLE TRANSACTION –
ACQUISITION OF 67% EQUITY INTEREST IN TIHK
AND
FORMATION OF A JOINT VENTURE WITH GTECH**

This circular 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 posting.

10 January 2008

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “EXCHANGE”)

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
1. Introduction	7
2. The Acquisition	8
3. The Tabcorp SPA	8
4. The Formation of a Joint Venture with GTECH	12
5. The GTECH SPA	13
6. Corporate Structure of TIHK Immediately After the Disposal Completion	15
7. Reasons for and Benefits of the Acquisition and the Joint Venture	15
8. Financial Effects of the Acquisition and the Disposal	16
9. Information about China LotSynergy, the GTECH Group, the Tabcorp Group Companies and the TIHK Group	16
10. Additional Information	17
 APPENDIX – GENERAL INFORMATION	
1. Responsibility Statement	18
2. Disclosure of Interests	18
3. Competing Interests	23
4. Litigation	23
5. Service Contracts	23
6. Audit Committee	24
7. General	25

DEFINITIONS

In this circular, unless stated otherwise, the following terms shall have the following meanings:

“Acquisition”	the acquisition by the Company Entities of the Tabcorp Sale Shares, the Assets and the Business Intellectual Property from the Tabcorp Entities under the Tabcorp SPA
“Acquisition Completion”	completion of the Tabcorp SPA
“Acquisition Purchasers”	CLSL, CLS Australia and TIHK
“Assets”	the assets owned by the Asset Vendors used for conducting the Business as at the Acquisition Completion, other than the Excluded Assets
“Assets Vendors”	TI, the Tabcorp Share Vendor and Jupiters Gaming
“associates”	has the meaning given to it under the GEM Listing Rules
“Atlas Materials”	certain specified source codes and object codes and documentation relating to software which have been, or are to be, provided by the Tabcorp Group Companies or TIHK to CLO at any time pursuant to the TCA
“Board”	the board of Directors
“Burwill”	Burwill Holdings Limited (stock code: 24), an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange and on Singapore Exchange Securities Trading Limited
“Business”	the business operated by the TIHK Group
“Business Intellectual Property”	intellectual property rights owned by the IP Owners in the Atlas Materials and the Derivative Products as at the Acquisition Completion
“China LotSynergy”	China LotSynergy Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Growth Enterprise Market of the Stock Exchange
“CLO”	北京中彩在線科技有限責任公司 (Beijing Lottery Online Technology Co., Ltd), a company established in the PRC

DEFINITIONS

“CLS Australia”	CLS Australia Pty Ltd, a company registered in Victoria, Australia and a wholly-owned subsidiary of China LotSynergy and which is the purchaser of the Assets and the entity which the Employees will be seconded to or employed by after the Acquisition Completion
“CLSL”	China LotSynergy Limited, a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of China LotSynergy
“CLSL Sale Shares”	15,000,000 Shares representing 50% of the entire issued share capital of TIHK
“Company Entities”	China LotSynergy, CLSL, CLS Australia, TIHK and the TIHK Subsidiary
“connected person(s)”	has the meaning given to it under the GEM Listing Rules
“Deed of Termination and Release”	the deed of termination and release entered into by the Tabcorp Share Vendor, TI, TIST, Tabcorp, CLSL, China LotSynergy, TIHK and the TIHK Subsidiary on the date of the Tabcorp SPA in relation to the termination of the Transaction Documents
“Derivative Products”	computer programs in object code or source code which are developed by or on behalf of CLO
“Directors”	directors of China LotSynergy
“Disposal”	the disposal by CLSL of the CLSL Sale Shares to GTECH under the GTECH SPA
“Disposal Completion”	completion of the Disposal pursuant to the GTECH SPA
“East Luck”	East Luck Investments Limited, a company incorporated in the British Virgin Islands
“Employees”	employees specified in the Tabcorp SPA
“Excluded Assets”	certain specified assets and assets not owned by the Tabcorp Group Companies
“Facilities Licensor”	Sydney Harbour Casino Properties Pty Ltd, a company registered in Victoria, Australia
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange

DEFINITIONS

“Group”	China LotSynergy and its subsidiaries and TIHK
“GTECH”	GTECH Global Services Corporation Ltd., whose registered office is at 27 Gregory Afxentiou Street, 6021 Larnaca, Cyprus
“GTECH Group”	Lottomatica, S.p.A., a company whose shares are listed on the Italian Stock Exchange, and its subsidiaries
“GTECH Promissory Note”	a promissory note dated 19 December 2007 for a principal amount of A\$7,500,000 issued by GTECH in favour of TIHK
“GTECH SPA”	the agreement for the sale and purchase of shares entered into amongst CLSL, GTECH and TIHK on 19 December 2007
“IGT”	International Game Technology, a company registered in the State of Nevada, the United States of America
“IP Owners”	the Tabcorp Share Vendor, TI and TIST
“Joint Venture”	TIHK becoming a joint venture between CLSL and GTECH upon the Disposal Completion
“Jupiters”	Jupiters Limited, a company registered in Victoria, Australia
“Jupiters Gaming”	Jupiters Gaming Pty Ltd, a company registered in Victoria, Australia
“KENO Business”	business relating to KENO, a high frequency lottery game
“Latest Practical Date”	7 January 2008, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“New CLS Promissory Notes”	two promissory notes dated 19 December 2007 each for a principal amount of A\$7,500,000 issued by CLSL in favour of TIHK
“Old CLS Promissory Note”	a promissory note dated 27 January 2006 for a principal amount of A\$4,950,000 issued by CLSL in favour of TIHK as part consideration for the issuance of shares in the capital of TIHK to CLSL
“PRC” or “China”	the People’s Republic of China

DEFINITIONS

“Related Bodies Corporate”	has the meaning given in the Corporations Act 2001 (Cth) (Australia)
“Services”	the duties and functions the same or similar to those which the relevant Employees performed for Tabcorp in relation to the Business prior to the Acquisition Completion
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	the holders of shares of China LotSynergy
“Shareholders’ Agreement”	the shareholders’ agreement relating to TIHK entered into amongst CLSL, GTECH and TIHK on 19 December 2007
“Shares”	ordinary shares of A\$1.00 each in the share capital of TIHK
“Shares of China LotSynergy”	ordinary shares of HK\$0.0025 each in the share capital of China LotSynergy
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tabcorp”	Tabcorp Holdings Limited, a company registered in Victoria, Australia, the issued shares of which are listed on the Australian Stock Exchange
“Tabcorp Entities”	the Tabcorp Share Vendor, TI, TIST, Jupiters Gaming, Jupiters and Tabcorp
“Tabcorp Group Companies”	Tabcorp and its Related Bodies Corporate
“Tabcorp Sale Shares”	20,100,000 Shares representing 67% of the entire issued share capital of TIHK
“Tabcorp Share Vendor”	Tabcorp International No. 1 Pty Ltd, a company registered in Victoria, Australia and a wholly-owned subsidiary of Tabcorp
“Tabcorp SPA”	the share and assets sale agreement entered into amongst the Company Entities and the Tabcorp Entities on 19 December 2007
“Tabcorp Promissory Note”	a promissory note dated 27 January 2006 for a principal amount of A\$10,050,000 issued by the Tabcorp Share Vendor in favour of TIHK as part consideration for the issuance of shares in the capital of TIHK to the Tabcorp Share Vendor

DEFINITIONS

“TCA”	the technical co-operation agreement entered into amongst TI, TIHK and CLO dated 23 July 2005
“TCA Novation Deed”	the novation and amendment agreement to the TCA entered into amongst TIHK, TI and CLO on 19 December 2007 in relation to the assignment and novation of all the rights and obligations of TI under the TCA to TIHK
“TI”	Tabcorp International Pty Ltd, a company registered in Victoria, Australia and a wholly-owned subsidiary of Tabcorp
“TIHK”	Tabcorp International Hong Kong Limited, a company incorporated in the British Virgin Islands and owned as to 67% by the Tabcorp Share Vendor and 33% by CLSL immediately before the Acquisition Completion; and has changed its name to CLS-GTECH Company Limited on 28 December 2007
“TIHK Group”	TIHK and its subsidiaries
“TIHK Subsidiary”	泰科華彩科技(北京)有限公司 (Tabcorp LotSynergy Technology (Beijing) Co., Ltd.), a company established in the PRC which has been a wholly-owned subsidiary of TIHK during the time immediately before and after the Acquisition and the Disposal
“TIST”	Tabcorp International Services and Technology Pty Ltd, a company registered in Victoria, Australia, and a wholly-owned subsidiary of Tabcorp
“Transaction Documents”	<p>the following:</p> <ul style="list-style-type: none">(i) the shareholders agreement dated 8 June 2005 between the Tabcorp Share Vendor, TI, CLSL, TIHK, China LotSynergy and Tabcorp in relation to TIHK as amended by an amendment agreement between the same parties on 28 October 2005;(ii) the intellectual property agreement dated 28 October 2005 between TI and TIHK (“Tabcorp IP Agreement”);(iii) the services agreement dated 28 October 2005 between TIST and TIHK (“Tabcorp Services Agreement”);(iv) the services agreement dated 28 October 2005 between CLSL and TIHK;

DEFINITIONS

(v) the letter dated 8 November 2006 sent for and on behalf of the Tabcorp Share Vendor, TI and TIST to CLSL regarding TI's obligation under the Tabcorp IP Agreement and the services provided by TIST to TIHK under the Tabcorp Services Agreement and the terms and conditions of which were agreed by CLSL and TIHK on 8 November 2006;

(vi) the Tabcorp Promissory Note;

(vii) the Old CLS Promissory Note; and

(viii) the confidentiality agreement dated 12 June 2007 entered into between TI and CLSL

“Transitional Services Agreement” the agreement entered into amongst Tabcorp, the Facilities Licensor, CLS Australia, TIHK and China LotSynergy in respect of the provision of services to CLS Australia on a transitional basis, on 19 December 2007

“VLT” Video Lottery Terminal

“Warrantors” the Tabcorp Share Vendor, the Assets Vendors, the IP Owners, Jupiters and Tabcorp

“A\$” Australian dollars, the lawful currency of Australia

“HK\$” Hong Kong dollars, the lawful currency of Hong Kong

“US\$” United States dollars, the lawful currency of the United States of America

“%” per cent.

LETTER FROM THE BOARD



China LotSynergy Holdings Limited

華彩控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 8161)

Executive Directors:

CHAN Shing (*Chairman*)

LAU Ting (*Deputy Chairman*)

HOONG Cheong Thard (*Chief Executive Officer*)

WU Jingwei

LIAO Yuang-whang

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

Non-Executive Directors:

Paulus Johannes Cornelis Aloysius KARSKENS

WANG Taoguang

*Head office and principal place
of business:*

Unit 3308, Office Tower

Convention Plaza

1 Harbour Road

Wanchai

Hong Kong

Independent Non-Executive Directors:

HUANG Shenglan

CHAN Ming Fai

LI Xiaojun

10 January 2008

*To the Shareholders and, for information only,
holders of convertible note and options of China LotSynergy*

Dear Sir or Madam,

**DISCLOSEABLE TRANSACTION –
ACQUISITION OF 67% EQUITY INTEREST IN TIHK
AND
FORMATION OF A JOINT VENTURE WITH GTECH**

1. INTRODUCTION

On 20 December 2007, China LotSynergy announced that the Company Entities entered into the Tabcorp SPA with the Tabcorp Entities on 19 December 2007 pursuant to which the Company Entities agreed to acquire from the Tabcorp Entities the Tabcorp Sale Shares, the Assets and the Business Intellectual Property for a total consideration of A\$15,000,000. It was also announced that CLSL had, on 19 December 2007 immediately following the Acquisition Completion, entered into the GTECH SPA with GTECH and TIHK, pursuant to which, GTECH agreed to purchase from CLSL the CLSL Sale Shares for a total consideration of US\$20,000,000. Upon the

LETTER FROM THE BOARD

Disposal Completion, TIHK became a joint venture between CLSL and GTECH, under which TIHK was owned as to 50% by CLSL and as to 50% by GTECH. Following the Disposal Completion, the name of TIHK has been changed from “Tabcorp International Hong Kong Limited” to “CLS-GTECH Company Limited”.

The Acquisition and the Disposal constitutes a discloseable transaction for China LotSynergy under the GEM Listing Rules.

The purpose of this circular is to provide you with further information in respect of the Acquisition and the Disposal and other information in compliance with the GEM Listing Rules.

2. THE ACQUISITION

On 19 December 2007, the Company Entities entered into the Tabcorp SPA with the Tabcorp Entities pursuant to which the Company Entities agreed to acquire and the Tabcorp Entities agreed to sell (i) the Tabcorp Sale Shares representing 67% of the total issued share capital of TIHK; (ii) the Assets and (iii) the Business Intellectual Property for a total consideration of A\$15,000,000. Acquisition Completion took place on the same date.

Immediately before the Acquisition Completion, TIHK was owned as to 33% by CLSL and as to 67% by the Tabcorp Share Vendor and each of CLSL and the Tabcorp Share Vendor owed TIHK the principal amount under the Old CLS Promissory Note and the Tabcorp Promissory Note respectively. Immediately after the Acquisition Completion, TIHK was wholly-owned by CLSL, the Tabcorp Promissory Note was released by TIHK and CLSL issued in favour of TIHK the New CLS Promissory Notes.

The Directors believe that the terms of the Tabcorp SPA are fair and reasonable and in the interests of the Shareholders as a whole.

3. THE TABCORP SPA

The principal terms of the Tabcorp SPA are set out below:

Date

19 December 2007

Parties

- (i) the Tabcorp Share Vendor;
- (ii) TI;
- (iii) TIST;
- (iv) Jupiters Gaming;

LETTER FROM THE BOARD

- (v) Jupiters;
- (vi) Tabcorp;
- (vii) CLSL;
- (viii) CLS Australia;
- (ix) China LotSynergy, as guarantor of the Acquisition Purchasers; and
- (x) TIHK.

Each of the Tabcorp Share Vendor, TI, TIST, Jupiters Gaming and Jupiters is a wholly-owned subsidiary of Tabcorp. At the time when the parties entered into the Tabcorp SPA, each of CLSL and CLS Australia was a wholly-owned subsidiary of China LotSynergy.

To the best of the Directors' knowledge, information and belief, after having made all reasonable enquiries, all the Tabcorp Entities and their respective associates are third parties independent of China LotSynergy and of any connected persons of China LotSynergy as defined in the GEM Listing Rules.

China LotSynergy has agreed to guarantee to the Warrantors the performance of the Acquisition Purchasers of all their obligations under the Tabcorp SPA and to indemnify the Warrantors against liabilities incurred or sustained by the Warrantors in connection with the failure by any one of the Acquisition Purchasers to perform its obligations under the Tabcorp SPA.

Assets and Business Intellectual Property

The Assets include computer room equipment, test bed, engineering equipment, and various terminals. CLS Australia and TIHK are the transferees of the Assets under the Tabcorp SPA.

The Business Intellectual Property largely comprises the intellectual property rights in the Atlas Materials owned by the IP Owners as at the Acquisition Completion. TIHK, subject to various consents and rights of third parties, is the transferee of the Business Intellectual Property worldwide (excluding Australia).

Shares Acquired

CLSL acquired from the Tabcorp Share Vendor the Tabcorp Sale Shares which represented 67% of the entire issued share capital of TIHK.

Summary of Financial Information of TIHK

Set out below is the audited results of the TIHK Group for the period from 26 April 2005 to 30 June 2006 and the year ended 30 June 2007 and the audited net asset value of the TIHK Group as at 30 June 2006 and 30 June 2007, as extracted from TIHK Group's audited

LETTER FROM THE BOARD

financial statements, which were prepared in accordance with generally accepted accounting principles in Australia and the International Financial Reporting Standards:

	For the year ended 30 June 2007	From 26 April 2005 to 30 June 2006
	<i>A\$'000</i>	<i>A\$'000</i>
Revenue	110	16
Net loss before taxation	(4,296)	(1,026)
Net loss after taxation	(4,296)	(1,026)
	As at 30 June 2007	As at 30 June 2006
	<i>A\$'000</i>	<i>A\$'000</i>
Total assets	29,305	31,255
Total liabilities	(4,627)	(2,281)
Net assets	24,678	28,974

Employees

Under the Tabcorp SPA, Tabcorp and Jupiters have agreed to second the Employees to CLS Australia to perform the Services on a full time basis for a continuous period of 12 months after the Acquisition Completion (the “**Secondment Period**”). CLS Australia will, within one month of the Acquisition Completion, make an offer of employment to those Employees that it wishes to employ and Tabcorp and Jupiters will release those Employees who accept the offer of employment.

Consideration

The total consideration paid by CLSL to the Tabcorp Entities for the Acquisition is A\$15,000,000. A\$240,270 of the consideration was allocated to the Assets. The balance of the consideration was allocated to the Tabcorp Sale Shares and the Business Intellectual Property. As China LotSynergy considers commercially it will not acquire the Tabcorp Sale Shares without the Business Intellectual Property, the value of the Business Intellectual Property cannot be segregated from that of the Tabcorp Sale Shares. China LotSynergy financed the Acquisition from internal resources. Further, at Completion, pursuant to the Deed of Termination and Release, TIHK discharged each of CLSL and the Tabcorp Share Vendor from all of its obligations under the Old CLS Promissory Note and Tabcorp Promissory Note respectively. At the same time, CLSL issued in favour of TIHK the New CLS Promissory Notes.

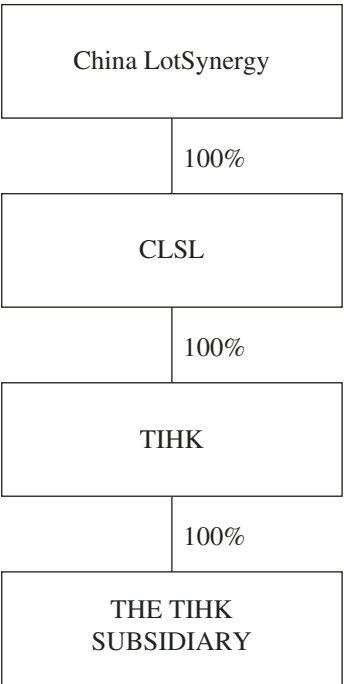
The consideration was arrived at after arm’s length negotiations amongst the Company Entities and the Tabcorp Entities. The Directors have taken into consideration, amongst other things, the equity investment costs in TIHK, and the book value of the Assets in determining the consideration. As at 31 October 2007, the equity investment costs of the Tabcorp Share Vendor in TIHK was approximately A\$16,000,000 and as at 30 June 2007, the book value of the Assets was approximately A\$240,270.

LETTER FROM THE BOARD

Completion

The Acquisition Completion took place on 19 December 2007. The consideration for the Acquisition was satisfied by payment in cash by CLSL (for and on behalf of itself and CLS Australia) to the Tabcorp Share Vendor (for and on behalf of itself, the Assets Vendors and the IP Owners) upon the Acquisition Completion.

Corporate Structure of TIHK immediately after the Acquisition Completion



Other Material Documents Executed at the Acquisition

The following agreements were entered into amongst the relevant Company Entities and the Tabcorp Entities at the Acquisition Completion:

(1) The Transitional Services Agreement

On 19 December 2007, Tabcorp, the Facilities Licensor, CLS Australia, TIHK and China LotSynergy entered into the Transitional Services Agreement pursuant to which (i) Tabcorp has agreed to provide certain services to CLS Australia and TIHK, including the use of computers, hardware and software, access to information, data and records and the provision of services by various employees; and (ii) the Facilities Licensor has agreed to grant a license to CLS Australia and TIHK to use certain office space; for the purpose of facilitating TIHK’s smooth transition of its operation for the period immediately after the Acquisition Completion. China LotSynergy guarantees the performance of the obligations of CLS Australia and TIHK under the Transitional Services Agreement for nil consideration.

LETTER FROM THE BOARD

As consideration for such services to be provided by Tabcorp and the Facilities Licensor, CLS Australia and TIHK shall pay to Tabcorp and the Facilities Licensor, a fee calculated based on the number of persons performing the services and using the licensed facilities. The term of the Transitional Services Agreement is for 12 months after the Acquisition Completion.

(2) Deed of Termination and Release

On 19 December 2007, the Tabcorp Share Vendor, TI, TIST, Tabcorp, CLSL, China LotSynergy, TIHK and the TIHK Subsidiary entered into a Deed of Termination and Release pursuant to which the parties have agreed to terminate the Transaction Documents and each of the Tabcorp Share Vendor, TI, TIST, Tabcorp, CLSL, China LotSynergy and TIHK has agreed to release the other parties to the Deed of Termination and Release from all liability in relation to the Transaction Documents other than for breach arising before the date of the Deed of Termination and Release for nil consideration.

(3) TCA Novation Deed

On 19 December 2007, TIHK, TI and CLO entered into the TCA Novation Deed pursuant to which TI novates and assigns all of its past, present and future rights and obligations under the TCA to TIHK with effect from the date of the deed for nil consideration. Further, CLO consents to such novation and assignment under the TCA Novation Deed.

The Directors believe that the terms of the Transitional Services Agreement, the Deed of Termination and Release and the TCA Novation Deed are fair and reasonable and in the interests of the Shareholders as a whole.

4. THE FORMATION OF A JOINT VENTURE WITH GTECH

On 19 December 2007 immediately after the Acquisition Completion, CLSL entered into the GTECH SPA with GTECH pursuant to which CLSL agreed to sell and GTECH agreed to acquire the CLSL Sale Shares representing 50% of the total issued share capital of TIHK for a total consideration of US\$20,000,000. The Disposal Completion took place on the same date. Upon the Disposal Completion, TIHK has become a joint venture between GTECH and CLSL, under which TIHK was owned as to 50% by CLSL and as to 50% by GTECH. Following the Disposal Completion, the name of TIHK has been changed from “Tabcorp International Hong Kong Limited” to “CLS-GTECH Company Limited”.

LETTER FROM THE BOARD

5. THE GTECH SPA

The principal terms of the GTECH SPA are set out below:

Date

19 December 2007

Parties

- (i) CLSL;
- (ii) GTECH; and
- (iii) TIHK.

To the best of the Directors' knowledge, information and belief, after having made all reasonable enquiries, GTECH and its respective associates are third parties independent of China LotSynergy and of any connected persons of China LotSynergy as defined in the GEM Listing Rules.

Shares Sold

GTECH acquired from CLSL the CLSL Sale Shares which represent 50% of the entire issued share capital of TIHK.

Consideration

The total consideration paid by GTECH to CLSL for the Disposal is US\$20,000,000. The consideration was arrived at after arm's length negotiations between the Group and the GTECH Group.

Further, pursuant to the GTECH SPA, upon the Disposal Completion, TIHK released and discharged CLSL of all its obligations under one of the New CLS Promissory Notes and at the same time, GTECH issued in favour of TIHK the GTECH Promissory Note.

Transfer of East Luck

Immediately before the Disposal Completion, East Luck was a wholly-owned subsidiary of CLSL set up on 3 April 2007 for the purpose of holding the entire equity interest in CLS Australia. CLS Australia is a special purpose vehicle set up on 16 July 2007 solely for the purpose of acquiring the Services under the Tabcorp SPA.

As a reorganisation step following the formation of the Joint Venture, pursuant to the GTECH SPA, CLSL also agreed, for nil consideration, to transfer to TIHK the entire issued share capital of East Luck, the holding company of CLS Australia. TIHK is the entity which owns the Business Intellectual Property and part of the Assets immediately after the

LETTER FROM THE BOARD

Acquisition Completion and CLS Australia is the entity which owns substantively all the Assets and is entitled to receive the Services from the Employees immediately after the Acquisition Completion.

Completion

The Disposal Completion took place immediately after the Acquisition Completion on 19 December 2007.

The Shareholders' Agreement

At the Disposal Completion, CLSL, GTECH and TIHK also entered into the Shareholders' Agreement.

Under the Shareholders' Agreement, CLSL and GTECH agree that they will each repay TIHK the outstanding principal under the New CLS Promissory Note and the GTECH Promissory Note at such times as the board of directors of TIHK determines capital is required for the operation and capital expenditure needs of TIHK on a pro rata basis, until such time the notes are fully repaid. The shareholders shall make available such additional funds as are required to fund TIHK's operation or capital needs from time to time as requested by TIHK on a pro rata basis.

China LotSynergy will comply with the GEM Listing Rules if it is required to make further contribution to the Joint Venture.

Use of Proceeds and Gain arising from the Disposal

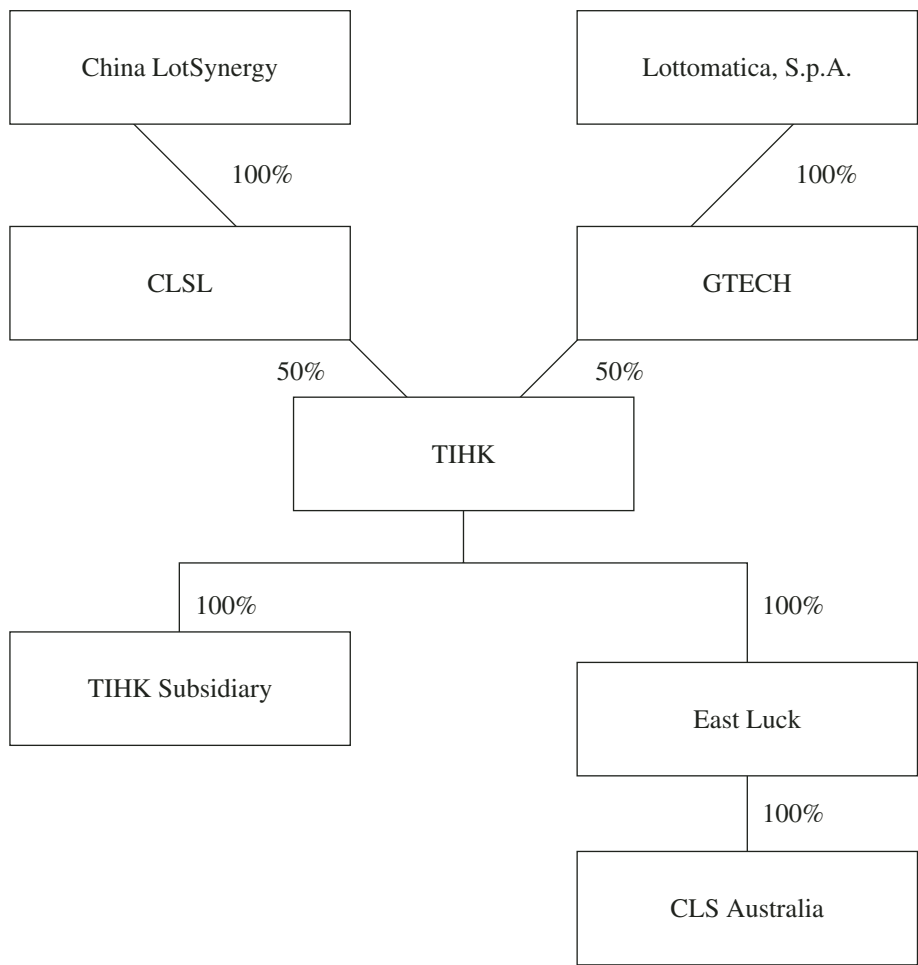
It is expected that the net proceeds from the Disposal will amount to approximately HK\$70 million and China LotSynergy intends to apply the net proceeds for working capital purposes.

The gain from the Disposal is expected to amount to approximately HK\$70 million which represent the proceeds from the Disposal of approximately HK\$207 million (which represent the sum of US\$20,000,000 as consideration for the Disposal and A\$7,500,000 from the GTECH Promissory Note) minus the relevant portion of the costs of the Acquisition of approximately HK\$129 million and the estimated expenses associated with the Acquisition and the Disposal of approximately HK\$8 million.

Upon Disposal Completion, TIHK is a joint venture and will be equity accounted in the financial statements of China LotSynergy.

LETTER FROM THE BOARD

6. CORPORATE STRUCTURE OF TIHK IMMEDIATELY AFTER THE DISPOSAL COMPLETION



7. REASONS FOR AND BENEFITS OF THE ACQUISITION AND THE JOINT VENTURE

China LotSynergy believes that the Acquisition and the formation of the Joint Venture are of strategic importance to the Group as they will enable China LotSynergy to attain the long-term value of the nationwide KENO Business which TIHK and TIHK Subsidiary have undertaken since their incorporation in April 2005 and February 2007 respectively. KENO is the first lottery product built and developed under the technical co-operation between TIHK and CLO. At present, the trial run of KENO has shown satisfactory business prospect. The Directors anticipate that the long-term business revenue of the TIHK Group will be increased once KENO is publicly rolled out nationwide in the PRC on a significant scale. China LotSynergy also expects that, leveraging on the experience of the GTECH Group, the TIHK Group will be able to drive the development of a nationwide lottery related business in the PRC. The Acquisition and the formation of the Joint Venture are consistent with the Group’s development strategy and China LotSynergy believes that they will enhance the Group’s leading position in the high frequency lottery games market in the PRC.

LETTER FROM THE BOARD

Sales in the China lottery market is expected to be approximately RMB100 billion in 2007, representing a significant increase from the previous year. The Group possess extensive experience in China lottery market operations, and is an important player in the China welfare lottery industry value chain. In addition to being the exclusive provider of the nationwide VLT and KENO lottery system and terminals in the China Welfare Lottery market, the Group is also one of the three largest suppliers in China which specialises in the provision of lottery system and equipment to the provincial welfare lottery issuing authorities.

The alliance with the GTECH Group is China LotSynergy's second international cooperation with global leaders in the industry. China LotSynergy had previously formed a strategic alliance with IGT, through entering into a subscription agreement and a technical cooperation agreement on 1 May 2007, following which, IGT became a strategic investor in China LotSynergy.

IGT is the largest gaming system, equipment and content provider in the world and the GTECH Group is the world's largest system provider for KENO and instant computerised lottery tickets. China LotSynergy believes that cooperating with the two parties will facilitate the healthy development of the China lottery market as well as strengthen China LotSynergy's current business positions and extend its business to new growth areas.

8. FINANCIAL EFFECTS OF THE ACQUISITION AND THE DISPOSAL

It is expected that the total assets of the Group will increase approximately HK\$92 million, which represents the increases in net cash position as well as the interest in the joint venture and the decrease in prepayment; and the total liabilities of the Group will increase approximately HK\$22 million, which represents the increases in accrued expenses and value in promissory note, immediately after the Acquisition Completion and the Disposal Completion. The Board does not expect that the Acquisition and the Disposal will have any immediate material impact on the earnings of the Group.

9. INFORMATION ABOUT CHINA LOTSYNERGY, THE GTECH GROUP, THE TABCORP GROUP COMPANIES AND THE TIHK GROUP

China LotSynergy is principally engaged in investment, project development and the provision of technologies and equipment and consultancy services in the public welfare lottery business and related sectors in China. China LotSynergy is added to the list of constituents of MSCI Hong Kong Small Cap Indices, effective 31 May 2007.

Based on the announcement made by Lottomatica, S.p.A. regarding this transaction, the GTECH Group (Lottomatica, S.p.A. and its subsidiaries including GTECH) is the world's largest commercial lottery operators and the market leader in the Italian gaming industry. GTECH is a leading gaming technology and services company, providing innovative technology, creative content, and superior service delivery. The GTECH Group creates a fully integrated lottery operator and gaming technology solutions provider – a combined company with worldwide scale, considerable financial strength, and industry-leading customer solutions. The GTECH Group is also the largest provider of KENO systems to operators worldwide. Lottomatica, S.p.A is listed on the Italian Stock Exchange under the trading symbol LTO, with over US\$5 billion in market value as at 18 December 2007.

LETTER FROM THE BOARD

The Tabcorp Group Companies is a well known gaming and entertainment group and is principally engaged in wagering and gaming in Australia.

The TIHK Group is principally engaged in providing certain lottery operating systems, terminals, proprietary intellectual property rights and related technical support services to CLO for its engagement of a lottery related business in the PRC.

10. ADDITIONAL INFORMATION

Your attention is drawn to the information set out in the Appendix to this circular.

Yours faithfully,
For and on behalf of the Board of
China LotSynergy Holdings Limited
Chan Shing
Chairman

1. 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 China LotSynergy. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

2. DISCLOSURE OF INTERESTS

(a) Interests of the Directors and chief executive

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of China LotSynergy in the shares, underlying shares and debentures of China LotSynergy and any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to China LotSynergy and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors, to be notified to China LotSynergy and the Stock Exchange were as follows:

(i) Interests in shares of China LotSynergy

Name of Director	Number of Shares of China LotSynergy				Approximate percentage interest in the issued share capital of China LotSynergy
	Personal interests	Family interests	Corporate interests	Total	
CHAN Shing	341,407,092	213,155,212 (Note 1)	1,629,617,232 (Notes 2 & 3)	2,184,179,536 (Note 3)	28.49%
LAU Ting	213,155,212	341,407,092 (Note 4)	1,629,617,232 (Notes 2 & 3)	2,184,179,536 (Note 3)	28.49%
HUANG Shenglan	4,000,000	–	–	4,000,000	0.05%
LI Xiaojun	2,000,000	–	–	2,000,000	0.03%

Notes:

1. These shares were owned by Ms. LAU Ting, the spouse of Mr. CHAN Shing.
2. 45,280,768 shares were held by Hang Sing Overseas Limited (“**Hang Sing**”) which is owned as to 51% by Orient Strength Limited (“**Orient Strength**”), a company which is wholly-owned by Mr. CHAN Shing and Ms. LAU Ting. 42,380,168 shares were held by Strong Purpose Corporation (“**Strong Purpose**”), a company which is wholly-owned by Mr. CHAN Shing and Ms. LAU Ting. 1,541,956,296 shares were held by Burwill, which is owned as to 20.36% by Hang Sing, as to 19.05% by Strong Purpose, as to 3.42% by Mr. CHAN Shing and as to 3.34% by Ms. LAU Ting.
3. As the interests of each of Mr. CHAN Shing and Ms. LAU Ting are deemed to be the interests of each other, the figures referred to the same shares.
4. These shares were owned by Mr. CHAN Shing.

(ii) Interests in shares of Burwill (associated corporation)

Name of Director	Number of ordinary shares of Burwill				Approximate percentage interest in the issued share capital of Burwill
	Personal interests	Family interests	Corporate interests	Total	
CHAN Shing	37,999,472	37,158,072 (Note 1)	438,304,701 (Notes 2 & 3)	513,462,245 (Note 3)	46.17%
LAU Ting	37,158,072	37,999,472 (Note 4)	438,304,701 (Notes 2 & 3)	513,462,245 (Note 3)	46.17%

Notes:

1. These shares were owned by Ms. LAU Ting, the spouse of Mr. CHAN Shing.
2. 226,403,853 shares were held by Hang Sing which is owned as to 51% by Orient Strength, a company which is wholly-owned by Mr. CHAN Shing and Ms. LAU Ting. 211,900,848 shares were held by Strong Purpose, a company which is wholly-owned by Mr. CHAN Shing and Ms. LAU Ting.
3. As the interests of each of Mr. CHAN Shing and Ms. LAU Ting are deemed to be the interests of each other, the figures referred to the same shares.
4. These shares were owned by Mr. CHAN Shing.

(iii) Interest in share options in China LotSynergy

Name of Director	Date of grant	Exercise price per Share HK\$	Exercise period		Number of shares under the options held as at the Latest Practicable Date	Approximate percentage interest in the issued share capital of China LotSynergy
			from	until		
CHAN Shing	08/06/2006	0.305	08/06/2007	07/06/2011	600,000	0.008%
	08/06/2006	0.305	08/06/2008	07/06/2011	600,000	0.008%
	08/06/2006	0.305	08/06/2009	07/06/2011	600,000	0.008%
	08/06/2006	0.305	08/06/2010	07/06/2011	600,000	0.008%
LAU Ting	08/06/2006	0.305	08/06/2007	07/06/2011	600,000	0.008%
	08/06/2006	0.305	08/06/2008	07/06/2011	600,000	0.008%
	08/06/2006	0.305	08/06/2009	07/06/2011	600,000	0.008%
	08/06/2006	0.305	08/06/2010	07/06/2011	600,000	0.008%
HOONG Cheong Thard	30/06/2006	0.285	16/08/2007	29/06/2016	17,600,000	0.230%
	30/06/2006	0.285	16/08/2008	29/06/2016	17,600,000	0.230%
	30/06/2006	0.285	16/08/2009	29/06/2016	17,600,000	0.230%
	30/06/2006	0.285	16/08/2010	29/06/2016	17,600,000	0.230%
WU Jingwei	11/01/2007	0.445	01/01/2008	31/12/2011	2,000,000	0.026%
	11/01/2007	0.445	01/01/2009	31/12/2011	2,000,000	0.026%
	11/01/2007	0.445	01/01/2010	31/12/2011	2,000,000	0.026%
	11/01/2007	0.445	01/01/2011	31/12/2011	2,000,000	0.026%
	04/07/2007	0.975	01/01/2008	31/12/2013	1,200,000	0.016%
	04/07/2007	0.975	01/01/2009	31/12/2013	1,200,000	0.016%
	04/07/2007	0.975	01/01/2010	31/12/2013	1,200,000	0.016%
	04/07/2007	0.975	01/01/2011	31/12/2013	1,200,000	0.016%
	04/07/2007	0.975	01/01/2012	31/12/2013	3,200,000	0.042%
	04/07/2007	0.975	01/01/2013	31/12/2013	3,200,000	0.042%
	13/11/2007	0.960	01/01/2008	31/12/2011	8,000,000	0.104%
	13/11/2007	0.960	01/01/2009	31/12/2011	8,000,000	0.104%
	13/11/2007	0.960	01/01/2010	31/12/2011	8,000,000	0.104%
	13/11/2007	0.960	01/01/2011	31/12/2011	8,000,000	0.104%
LIAO Yuang-whang	18/09/2007	0.904	18/09/2008	17/09/2011	3,200,000	0.042%
	18/09/2007	0.904	18/09/2009	17/09/2011	3,200,000	0.042%
	18/09/2007	0.904	18/09/2010	17/09/2011	5,600,000	0.073%
	13/11/2007	0.960	18/09/2008	17/09/2012	8,000,000	0.104%
	13/11/2007	0.960	18/09/2009	17/09/2012	8,000,000	0.104%
	13/11/2007	0.960	18/09/2010	17/09/2012	8,000,000	0.104%
	13/11/2007	0.960	18/09/2011	17/09/2012	8,000,000	0.104%

Name of Director	Date of grant	Exercise price per Share HK\$	Exercise period from until		Number of shares under the options held as at the Latest Practicable Date	Approximate percentage interest in the issued share capital of China LotSynergy
HUANG Shenglan	08/06/2006	0.305	08/06/2007	07/06/2011	600,000	0.008%
	08/06/2006	0.305	08/06/2008	07/06/2011	600,000	0.008%
	08/06/2006	0.305	08/06/2009	07/06/2011	600,000	0.008%
	08/06/2006	0.305	08/06/2010	07/06/2011	600,000	0.008%
CHAN Ming Fai	08/06/2006	0.305	08/06/2008	07/06/2011	600,000	0.008%
	08/06/2006	0.305	08/06/2009	07/06/2011	600,000	0.008%
	08/06/2006	0.305	08/06/2010	07/06/2011	600,000	0.008%
LI Xiaojun	08/06/2006	0.305	08/06/2007	07/06/2011	600,000	0.008%
	08/06/2006	0.305	08/06/2008	07/06/2011	600,000	0.008%
	08/06/2006	0.305	08/06/2009	07/06/2011	600,000	0.008%
	08/06/2006	0.305	08/06/2010	07/06/2011	600,000	0.008%

As at the Latest Practicable Date, save as disclosed above, none of the Directors or chief executive of China LotSynergy had any interests or short positions in any shares, underlying shares or debentures of China LotSynergy or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to China LotSynergy and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors, to be notified to China LotSynergy and the Stock Exchange.

(b) Interests of substantial shareholders

As at the Latest Practicable Date, so far as is known to the Directors and chief executive of China LotSynergy, the persons (other than a Director or chief executive of China LotSynergy) who had an interest or short position in the shares and underlying shares of China LotSynergy which fall to be disclosed to China LotSynergy under the provisions of Divisions 2 and 3 of Part XV of the SFO, or whose interests were recorded in the register kept by China LotSynergy pursuant to Section 336 of the SFO, or who were, directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or in any options in respect of such capital were as follows:

(i) Interests in shares of China LotSynergy

Name of Shareholder	Number of Shares of China LotSynergy				Approximate percentage interest in the issued share capital of China LotSynergy
	Personal interests	Family interests	Corporate interests	Total	
Burwill	–	–	1,541,956,296	1,541,956,296 (Note 1)	20.11%
Atlantis Investment Management Limited	703,000,000	–	–	703,000,000	9.17%
Legg Mason Inc (Note 2)	–	–	566,952,000	566,952,000	7.40%
Lloyds TSB Group Plc (Note 3)	–	–	536,716,800	536,716,800	7.00%
YU Man Yiu, Park	176,834,000	–	260,000,400 (Note 4)	436,834,400	5.70%
Ward Ferry Management (BVI) Limited (Note 5)	–	–	432,792,000	432,792,000	5.65%
JPMorgan Chase & Co. (Note 6)	–	–	389,656,000	389,656,000	5.08%

Notes:

- These shares formed part of the interests of Mr. CHAN Shing and Ms. LAU Ting.
- These shares were held by Legg Mason International Equities (Singapore) Pte Limited, a company which is wholly-owned by LM International Holding LP (“**LM International**”). LM International is wholly-owned by Legg Mason International Holdings II, LLC, a company which is wholly-owned by Legg Mason Inc.

3. These shares were held by Scottish Widows Plc, a company which is wholly-owned by Lloyds TSB Group Plc.
4. 400 shares were held by Good Talent Trading Limited which is owned as to 35% by Mr. YU Man Yiu, Park and 260,000,000 shares were held by Centrix Investments Limited, a company which is wholly-owned by Mr. YU Man Yiu, Park.
5. 193,528,000 shares were held by WF Asia Fund Limited, 13,048,000 shares were held by Arrow WF Asia Fund, 61,048,000 shares were held by WF Japan Fund Limited, 78,920,000 shares were held by WF Asian Smaller Companies Fund Limited and 86,248,000 shares were held by WF Asian Reconnaissance Fund Limited. Ward Ferry Management (BVI) Limited is the investment manager of these funds or companies.
6. These shares were held by JPMorgan Chase Bank, N.A., a company which is wholly-owned by JPMorgan Chase & Co.

(ii) *Interests in underlying shares of China LotSynergy*

As at the Latest Practicable Date, IGT had a derivative interest in 575,916,000 shares of China LotSynergy as recorded in the register required to be kept under Section 336 of the SFO.

As at the Latest Practicable Date, save as disclosed above, the Directors and chief executive of China LotSynergy were not aware of any other person (other than a Director or chief executive of China LotSynergy) who had an interest or short position in the shares and underlying shares of China LotSynergy which fall to be disclosed to China LotSynergy under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who were, directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or had any options in respect of such capital.

3. **COMPETING INTERESTS**

As at the Latest Practicable Date, none of the Directors, the management Shareholders (as defined under the GEM Listing Rules) and their respective associates had any interest, directly or indirectly, in a business which competes or may compete with the business of the Group.

4. **LITIGATION**

So far as the Directors are aware, as at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and there was no litigation or claim of material importance known to the Directors to be pending or threatened by or against any member of the Group.

5. **SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which does not expire or is not terminable by the Group within one year without payment of compensation (other than statutory compensation).

6. AUDIT COMMITTEE

In compliance with Rules 5.28 and 5.29 of the GEM Listing Rules, China LotSynergy has established an audit committee which comprises all of the three independent non-executive Directors. The principal duties of the audit committee include review of China LotSynergy's annual report and accounts, half-yearly report and quarterly reports, and review and supervision of China LotSynergy's financial reporting and internal control procedures.

Biographies of the members of the audit committee

Mr. Huang Shenglan, aged 56, joined the Group in October 2002 and is an independent non-executive Director. Mr. Huang was an executive director and the deputy governor of China Everbright Bank, Head Office and was an executive director and the general manager of China Everbright Technology Limited. Mr. Huang holds a diploma in Arts from Huazhong Normal University and in International Economics from Huadong Normal University and a certificate in International Economic Law from Xiamen University and in Advanced Management Programme from the Business School of Harvard University, USA. Mr. Huang is also an independent non-executive director of Burwill Holdings Limited and Chongqing Road & Bridge Co. Ltd.

Mr. Chan Ming Fai, aged 46, joined the Group in May 2006 and is an independent non-executive Director. He is currently the President of Dandelion Capital Group, which is a private financial advisory company. He has over twenty years of experience in investment banking and asset management. Mr. Chan had worked for Jardine Fleming Investment Management with a major responsibility to market unit trusts and asset management products in Hong Kong and subsequently in various Asian markets, and was particularly instrumental in the establishment of Jardine Fleming's investment trust operation in Japan, Korea and Indonesia. Mr. Chan also co-founded the KGI Group, which is a pan-Asian investment bank with shareholders including major investors and institutions in Asia, where he was the head of the asset management operation which managed about US\$400 million in hedge funds and other portfolios, and was also a member of the management committee of KGI Group. Mr. Chan received a bachelor's degree in Social Sciences with major in Economics from the University of Hong Kong.

Mr. Li Xiaojun, aged 32, joined the Group in September 2004 and is an independent non-executive Director. Mr. Li is a practicing lawyer in Beijing, the PRC at Gaopeng & Partners, focusing his area of practice in corporate and capital market matters and has represented a number of domestic state-owned enterprises, private-owned enterprises and foreign invested companies in restructuring and reorganisation, mergers and acquisitions, and initial public offerings exercises. Mr. Li serves as legal counsel for the first Sino-foreign fund management company, where he has been engaged in the invention and development of investment funds, providing legal service for issuances of the first domestic Umbrella Fund, QDII Fund, Money Market Fund and other mutual funds. Mr. Li has also successfully participated in the project regarding disposition of bad assets of state-owned commercial bank. In addition, he has also been focusing his work on business strategy formulation and alliance for wholly foreign-owned commercial enterprises in China. Mr. Li has proven ability and experience in various areas in the legal profession. Mr. Li graduated from Zhongnan University of Economic and Law and is a member of All-China Lawyers Association and Beijing Bar Association.

7. GENERAL

- (1) The Hong Kong branch share registrar and transfer office of China LotSynergy is Computershare Hong Kong Investor Services Limited at Shop Nos. 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (2) The compliance officer of China LotSynergy is Mr. Hoong Cheong Thard, an executive Director and the Chief Executive Officer of China LotSynergy. Mr. Hoong is a member of the Institute of Chartered Accountants in England and Wales and holds a bachelor's degree in Mechanical Engineering from Imperial College, University of London.
- (3) The company secretary of China LotSynergy is Mr. Ng Man Fai, Matthew, who is a Certified Public Accountant (Practising) in Hong Kong, a fellow member of the Association of Chartered Certified Accountants and is a member of the Hong Kong Institute of Certified Public Accountants, the Taxation Institute of Hong Kong, the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in the United Kingdom.
- (4) The qualified accountant of China LotSynergy is Mr. Tan Yung Kai, Richard, who holds a bachelor's degree in commerce from McGill University, Canada and a master's degree in corporate finance from the Hong Kong Polytechnic University. Mr. Tan is also an associate member of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants.
- (5) Save as disclosed in this circular:
 - (i) none of the Directors has any direct or indirect interest in any assets which were, since 31 December 2006 (being the date to which the latest published audited consolidated financial statements of the Group were made up) to the Latest Practicable Date, acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group; and
 - (ii) none of the Directors was materially interested in any contract or arrangement subsisting at the Latest Practicable Date which is significant in relation to the business of the Group.
- (6) The English text of this circular shall prevail over the Chinese text thereof in case of inconsistency.