

**AsianLogic Limited (“ALL” or the “Company” and, together with its subsidiaries, the “ALL Group” or the “Group”)**

**Placing and Admission to AIM - First Day of Dealings**

AsianLogic Limited, a diversified Asia-Pacific online and land-based gaming company, announces that dealings have today commenced in its shares following admission to AIM, under the ticker symbol ALOG.

**Highlights**

- ALL Group owns and operates eight online casino brands and two online poker rooms as well as land-based sportsbook operations through its MegaSportsWorld brand.
- Specialist in Asia-specific person-to-person games such as Mahjong, Cho-Da-Di, Do-Di-Zhu and 13 Card Poker.
- ALL Group has strong commercial relationships with leading gaming providers including Playtech, ID Games and LVS.
- Global Betting and Gaming Consultants (“GBGC”) estimates that the global gross gaming yield for land-based and online gambling will be approximately \$343.9 billion in 2007 - increase to approximately \$400.4 billion in 2012.
- Asia-Pacific gambling market valued at approximately US\$69.8 billion (GBGC).
- Placing by Collins Stewart Europe Limited (“Collins Stewart”) of 48,523,750 new ordinary shares of no par value each of the Company (the “Placing Shares”) at a placing price of 111.62p per share (“Placing Price”).
- Gross proceeds to the Company of £44.3 million, with net proceeds of approximately £40.7 million.
- On Admission, the number of Ordinary Shares in issue will be 110,281,250, giving a market capitalisation of £123.1 million at the Placing Price.
- The Placing Shares represent approximately 44 per cent. of ALL's issued share capital.
- Proceeds will be used to provide additional working capital, notably to acquire and integrate additional online gaming operations and to acquire stakes in gambling companies in the region; as well as to establish a “Gaming and Gaming Related Technology Fund”.
- Collins Stewart has acted, and is retained, as nominated adviser and broker to the Company.

Tom Hall, Executive Vice Chairman, said:

“This fundraising and admission to AIM will enhance our leading position in the Asia-Pacific region. This is a major marketplace for online and land-based gambling companies and the additional funding will allow us to exploit new business opportunities and provide working capital

to fulfill new contracts as well as providing the means to make acquisitions generated through our wide network of contacts in Asia. The listing on the AIM market will provide us with a significant platform for growth.”

Jong-Dae Lee, Non-executive Chairman of ALL, said:

“I accepted the role of Chairman because I could see that the ALL Group is a dynamic business with a successful history of growth and a strong position in the Asian gaming market place. The listing will provide a strong platform for growth and I look to the future with confidence.”

Any capitalised term used but not defined in this announcement is as defined in the Company’s admission document (“Admission Document”).

A copy of the Admission Document prepared in accordance with the AIM Rules for Companies is available for download from the Company’s website, [www.asianlogic.com](http://www.asianlogic.com)

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## NOTES TO EDITORS

### Introduction

The ALL Group is an active participant in the online and land-based gambling industry with a particular focus on the Asia Pacific markets. The Group was established in 2002 by a number of investment and gambling professionals who recognised the potential of online and interactive gambling in the Asia Pacific Region, and now employs over 300 people in the Region.

The ALL Group is involved in the development, operation, management and/or marketing of online casinos, online poker, multiplayer P2P and Asian Games, online and land-based sportsbetting, land-based slot machine and server-based gaming, including live videostream casino gaming across the Region. The Group maintains online gambling licences in Alderney, the Philippines (through CEZA) and Curacao and works in compliance with PAGCOR regulations in the Philippines land-based gambling market.

The ALL Group currently owns and operates eight online casino brands and two online poker rooms utilising industry-leading software. The ALL Group has been at the forefront of developing the live videostream casino gaming concept for use with online casinos since establishing live videostream casino operations for Playtech, which it continues to co-manage. The Group also acts as a distributor/reseller for Playtech in the Region and as part of these activities it also assists with business development, product customisation and localisation for Asian markets.

In addition, the ALL Group is the Asian distributor for land-based slot-machine and bingo slot-machine manufacturer, ID Games and server-based games provider Videobet.

The ALL Group operates land-based sports betting outlets in the Philippines under its 'MegaSportsWorld' brand, and also offers online sports betting services utilising LVS's software systems. Furthermore, the Group has a relationship with 'StatsOnSport', a UK based company providing sports form analysis on a global basis.

As a consequence of its activities and network in the Region, the ALL Group has developed and maintains a corporate advisory team specialising in the gambling sector. This team is an active investor in gambling-related businesses and also provides a variety of consultancy and analytical services, including the publication of seven branded Asian and global gambling based indices.

The Group's core management and advisory team is based in Hong Kong and its interactive gambling operations and the majority of staff are located in the Philippines. The Group has developed relationships with Asian gambling regulators, government agencies, state gambling bodies and major gambling operators throughout the world.

In recent times, the ALL Group has derived the majority of its revenues from Malaysia and Singapore. It does not offer its services into, nor accept bets from, the United States or Hong Kong.

### Gambling Markets

#### *The Global Gambling Market*

GBGC estimates that the global GGY for land-based and online gambling will be approximately \$343.9 billion in 2007 and that this will increase to approximately \$400.4 billion in 2012, representing annual compound growth of 3.1 per cent.

GBGC estimates that Europe and North America will account for approximately 68.6 per cent. of the global market in 2007, with Asia representing approximately 20 per cent. (approximately \$69.8 billion).

According to GBGC, the online gambling market will be worth approximately \$15.2 billion in 2007, approximately 4.4 per cent. of the total market. GBGC forecast that this will rise by approximately 60 per cent. to approximately \$24.3 billion in 2012, but to still only represent approximately 6.1 per cent. of the total market. GBGC estimates that in 2007, the online casino and poker markets will account for approximately \$3.2 billion and \$3.0 billion respectively which, collectively, equates to approximately 41 per cent. of the global online market, of which Asia accounts for approximately 10 per cent. (approximately \$1.56 billion).

### ***The Asian Gambling Market***

GBGC forecasts the total Asian and Middle Eastern gambling market will be worth approximately \$69.8 billion in 2007, principally comprising casinos (approximately 36.5 per cent.) and lottery (approximately 27.9 per cent.). This is expected to rise to approximately \$83.4 billion by 2012. The Asian online market is estimated at approximately \$1.56 billion in 2007 and is forecast to grow to approximately \$3.26 billion by 2012 (approximately 15.9 per cent. compound annual growth) with GGY of online casinos accounting for approximately \$230 million and poker for approximately \$135.3 million.

GBGC estimates that the Asian poker market will grow at approximately 23.3 per cent. compound annual growth to reach approximately \$385.1 million by 2012, compared to an estimated total global poker growth rate of approximately 7.6 per cent. per annum. Asian online casinos are estimated to grow at approximately 28.3 per cent. per annum to approximately \$801.4 million by 2012 compared to an estimated global growth rate of approximately 7.0 per cent. per annum.

The Directors believe that the key drivers of growth in the online gambling markets in the Region are:

- increased regulation of the online gambling industry;
- increased level of Internet and broadband penetration;
- the introduction of new gambling platforms;
- development of new entertainment options;
- availability of secure payment solutions;
- innovative marketing; and
- growing acceptance of online commerce and payment systems.

### **History of the ALL Group**

The Founders, who collectively have experience in financial services, technology and online gambling, established ESL in 2002 with the belief that interactive gambling was likely to increase in popularity in the Region. They began assisting third parties to operate online gambling sites on a consultancy basis prior to the Group becoming an operator in its own right under the new interactive gambling jurisdiction established in the Cagayan Economic Zone in the Philippines, under the jurisdiction of CEZA. It was during this time that working relationships were developed with several gambling operators and software providers. In 2003, the Group entered into a management and revenue sharing agreement with Playtech in respect of live videostream casino gaming and also licensed directly its first online casino brand 'MegaSportCasino'. In the same year, it also began to assist Playtech with business development in the Region.

The ALL Group launched its first specifically Asian market focussed casino, 'Dafa888' in early 2004, followed by several additional casino brands, and in 2006 launched its first Asian focused poker room, 'Dafapoker'.

The ALL Group's first online sportsbook operation commenced in 2004, initially utilising locally acquired software and moving to the LVS platform in 2006 after co-developing the features and backend systems required for the Asia Pacific marketplace.

The Group has continued to develop its online gambling offering by engaging celebrities, such as Tila Tequila of MySpace fame (2006) and Manny Pacquiao, Philippines Champion Boxer (2007), to attract new customers to its sites.

In early 2007, the ALL Group through its subsidiary, Asia Pacific Gaming Ltd., became what the Directors believe to be one of the first Asian-based online gambling operator to be regulated and commence operations in Alderney, a UK approved “White List” regulated jurisdiction. The ‘Tila Casino’ operates under this licence.

In July 2007, the Group acquired long established Asian focused casino brands ‘Zipang Casino’ and ‘777Baby’, thus further diversifying and enhancing its Asian player base.

Also in 2007, the Group formally launched its land-based sportsbook operations in the Philippines after a period of testing and trials with PAGCOR.

Since its inception, the Group’s management team has utilised its financial markets experience and gambling sector knowledge to act as intermediaries or advisors in transactions involving various companies, including Betfair, NETeller, CY Foundation and Playtech. The ALL Group continues to be involved in the provision of these advisory services.

### **Revenue Model**

The ALL Group currently generates revenues from various business activities. Details of the principal business activities are set out below. For the six months ended 30 June 2007, approximately 85 per cent. of the Group’s revenues were generated from its online casino operations (principally from customers in Malaysia and Singapore).

The Group relies to a material extent on the activities of affiliates to introduce customers to its websites or land-based operations, who in return receive a commission, based on either a percentage of amounts wagered or a share of the ‘casino net revenue’ generated by or from the players they have introduced (or a combination of both). The wagers placed through affiliates are primarily placed on a credit basis, whereby credit is extended by the Group to the affiliate and by the affiliate to the player. The Group sets the credit limit for each affiliate which in turn decides how to allocate this credit across the pool of customers introduced by it. Settlement of customers’ outstanding balances (i.e. winnings and losses) is the responsibility of the affiliates.

### **Online Casinos**

The Group operates a number of online casinos including, ‘Megasport Casino’, ‘Dafa888’, ‘Asian Casino’, ‘Zipang Casino’ and ‘Tila Casino’. These casinos have a mostly Asian user base and utilise Playtech’s software platform. They are licensed in the Philippines, Curacao or Alderney. The ALL Group’s casino product has been designed and localised to attract and retain players in order to maximise profit potential. The suite of casino products offers over 100 games, including:

- classic table and card games;
- multi-line and multi-spin slots;
- video poker and keno;
- progressive bonus-stage jackpot games;
- integrated live videostream casino games; and
- games designed specifically for the Asian market, such as Solo, Mahjong and Pachinko.

Revenue is based on the value of bets placed by customers less amounts won by customers and less bonuses given to players. Revenue from the Group’s online casinos has grown significantly and is currently in excess of \$6.0 million per month. In addition to its own brands, the Group generates revenue by providing “white labels” or “skins” to a limited number of third party marketing partners, in exchange for a revenue sharing arrangement. Typically, the Group provides operators of skins with access to the relevant gaming system, certain customer

services, payment processing, IT support and management reports, with the operator, at its own cost, providing its own 'front end' websites and marketing arrangements. All gaming takes place on the ALL Group's systems, which enables customers of the Group, including those referred by the skins' operators, to play on a common platform and access the same games and common progressive jackpots. Revenue generated from the Group's online casino activities constituted approximately 78 per cent. of the Group's total revenues in 2006.

As well as the revenue generating casino sites described above, the Group also offers certain "play money" games, where players can participate in games for free, allowing players an opportunity to learn and become acquainted with the casino games before playing for real money.

### ***Casino Facility***

The ALL Group is actively involved in the development of live video streaming for online casinos. It operates what is in effect a casino without any players from its premises in Manila, with the live video feed streamed over the internet to players of online casinos. This live videostream casino gaming facility allows the players to see the dealer's actions, such as spinning a roulette wheel, dealing cards or throwing dice in real-time, and also to interact with the dealers. The Directors consider this live gaming product to have two distinct benefits. Firstly, the dealer's moves are visible at all times, providing credibility valued by high rollers and by those players who are more trusting of a 'bricks and mortar' casino-type environment as opposed to a computer random number generator. Secondly, the personal interaction between player and dealer helps to replicate the human interaction of the land-based casino experience.

This facility operates 24 hours a day, 7 days a week and employs approximately 200 staff. It is run exclusively for Playtech, which offers this functionality to its licensees. Revenue is earned in three ways: facility fees, tips and royalties. Each licensee pays a facility fee of 50 per cent. of the theoretical casino net revenue that should be generated from their players' wagers. Thus the facility fee varies with turnover and is not affected if the operator suffers losses. There is a minimum monthly fee of \$2,000 per licensee, with a capped monthly fee for some licensees. Any tips given by the customers to the dealers are generally divided equally between the Group and the licensee.

### ***Online Peer-to-Peer Gaming***

At present, the Group's online P2P gaming business principally consists of poker, although Asian P2P games have recently been launched (such as Mahjong, Cho-Da-Di, Do-Di-Zhu and 13 Card Poker). These Asian games are all currently offered by the ALL Group via its website [www.lfc888.com](http://www.lfc888.com). The Group also controls several other websites, including [www.asiangames.com](http://www.asiangames.com) and [www.asian-games.com](http://www.asian-games.com), which the Directors intend to use as gaming portals for both "play for fun/points" and "play for money" products.

The ALL Group currently operates 'DafaPoker' and 'TilaPoker', which are part of the iPoker network. This network allows the Group's players to play against other players within the broader poker network, increasing the pool of players available at any particular time (referred to in the industry as player "liquidity"). The Directors believe this to be a key marketing advantage for an online poker operator such as the Group. Key services and features on the iPoker network include:

- centralised table and tournament management;
- a choice of tournament types;
- reserved tables for private games with friends; and
- satellite tournaments for land-based events and special weekly/monthly tournaments.

In addition, the iPoker network provides the Group with a level of protection against the threat of player collusion. The network aims to ensure a fair and secure playing environment, as far as reasonably possible, to support a successful and reputable poker gambling operation.

The ALL Group's revenue from P2P games comprises the rake from ring games and the entry fees that it charges players for participation in poker tournaments. There has been compound monthly growth in the Group's average daily rake of over 20 per cent. in the last 12 months.

Along with the revenue generating poker sites described above, ALL also offers certain "play money" games, where players can participate in games for free, giving players an opportunity to learn and become acquainted with the games before playing for real money.

### ***Sportsbook***

Through its 60 per cent. interest in OCVI, the Group runs land-based sportsbook operations via betting terminals under its 'MegaSportsWorld' brand in the Philippines, as approved by PAGCOR. The terminals are licensed to accept bets on basketball, boxing and golf. It is anticipated that further sports will be authorised for betting by PAGCOR in the future. The ALL Group is also in negotiations with the Manila Jockey Club to provide a number of terminals in their outlets, which will be used for non-horse race sports betting. The Directors believe there is scope for further expansion of both these operations.

The Group's revenue from its sportsbook-based activities comprises the value of bets placed by customers in sports wagers less amounts won by customers.

### ***Slot-machine and server-based gaming systems distribution***

The ALL Group is also a distributor/reseller of gaming machines into the Region, on a revenue share model, for both Videobet (a subsidiary of Playtech), and for ID Games. The ALL Group has received approval from PAGCOR to offer Videobet machines to PAGCOR casinos and VIP clubs in the Philippines. The Directors believe that an opportunity may also exist to place ID Games' slot-machines into PAGCOR casinos.

### ***Reseller Commission***

The ALL Group acts as an agent for Playtech in the Region, and in this capacity it introduces new customers for which it receives a commission based on a percentage of the ongoing royalty revenue generated from each customer. These reseller commission payments continue for as long as the licensee remains with Playtech.

### ***Other Gaming Revenues***

The ALL Group owns the 'Mahjong World Tour' brand, under which it proposes to organise land-based Mahjong tournaments in Asia under local licences. The Directors consider that opportunities may exist to enter into contracts with local Mahjong associations and potentially to sell the TV rights. In addition to the 'Mahjong World Tour', the Group is currently negotiating with the holders of the 'Asian Poker Tour' brand to organise tournaments under that brand.

The ALL Group has a 20 per cent. stake in Must Read Publications Limited, a media company which owns the 'Inside Asian Gaming' publication, through which it is looking to generate commission revenues in its role as an agent introducing advertisers. It also has a relationship with 'StatsOnSport' (a UK based sports betting advisory site) for the distribution of its content into the Region. The Group is currently in the process of repackaging the sports statistics content in a variety of languages for several different media formats, and the Directors anticipate that such activity may lead to subscription and usage fees from both corporate and end-user clients.

### ***Advisory***

Since inception, the Group has used its network of contacts with operators and regulators to provide an advisory service to investors and operators seeking to gain exposure to the gambling industry in the Region. It also provides consultancy services assisting companies as they prepare for flotation on a public market and publishes seven branded global and Asian gambling indices related to the quoted gambling sector.

The ALL Group has advised on a variety of transactions, including pre-IPO and public deals. In certain circumstances, the Group has made direct investments in the sector, typically in private companies with management occasionally taking board positions in the investee companies. The Group advisory revenues comprise introductory fees and consultancy fees.

### **Key Strengths**

The Directors believe that the ALL Group has a number of key strengths that provide it with a competitive advantage when compared to other market participants and potential market entrants. These key strengths include:

- an experienced management team with an extensive network of relationships with operators and regulators in the Region;
- access to the Asia Pacific marketplace, being well positioned for gaming growth in the Region;
- operations in both the online and land-based gambling sectors;
- diversified revenue streams within the gambling sector, with gambling operator revenues, commissions and royalty revenues from its reseller activities and corporate finance advisory fees;
- profitability and potential for fast growing future earnings;
- robust and scalable core gambling systems through utilisation of industry leading third party gambling software and system providers;
- Asia Pacific Gaming Ltd., a member of the Group which operates the 'Tila Casino' brand, is licensed in Alderney, a UK approved "White List" regulated jurisdiction. The Directors believe this to be one of the first Asian-based online gambling operators with this status in Alderney;
- track record of assisting distribution partners in meeting their objectives in the Region, which the Directors believe should lead to additional partnership opportunities; and
- history of successful early stage investment and acquisitions in the gambling sector.

### **Strategy**

The ALL Group intends to pursue a strategy aimed at delivering sustainable growth in earnings. The Directors believe that the current fragmentation and growth of the Asian gambling market provides further opportunities for expanding the Group's business. The key elements of this strategy are to:

- continue to promote and market core casino and P2P products online;
- continue to develop both land-based and online business opportunities to maximise cross marketing and promotional opportunities;
- continue to develop and offer a market leading range of products and services utilising some of the industry's most respected providers;
- continue to create and expand marketing and promotional channels;
- create a fully regulated and compliant sportsbook offering with an established presence in Asia;
- expand methods of product delivery through new technology channels;
- expand the Group's online sportsbook activities as more jurisdictions begin to licence and regulate online sports betting, leveraging off the Group's sports content interests;
- continue to leverage the Group's industry knowledge, understanding and relationships to provide ongoing deal flow in the gambling sector for corporate finance related activities; and
- launch and manage a 'Gaming and Gaming Related Technology Fund'.

## **Directors and Senior Management**

### ***Directors***

#### *Jong-Dae Lee (aged 47) – Non-executive Chairman*

Jong-Dae (“JD”) joins the Board of ALL as Non-executive Chairman, effective on Admission. JD has been chief executive officer of Hong Kong listed China HealthCare Holdings Limited (HK:0673) since 2003, the principal business of which is emergency assistance medical services and managed healthcare services, and in which the Chinese Ministry of Health maintains a strategic stake. A lawyer by profession with a corporate finance background, JD was previously a partner with Coudert Brothers from 1988, interspersed with periods at Rabobank (Head of Korea) and Citigroup (Head of Hong Kong based Regional Structured Transactions Group).

JD received his Bachelor of Arts degree in Economics with honours from Haverford College, and has a Doctor of Jurisprudence degree from Georgetown University, in the US. JD is qualified to practice law in the District of Columbia and is a Registered Foreign Lawyer with The Law Society of Hong Kong.

#### *Thomas Hall (aged 40) – Executive Vice Chairman and Co-Founder*

Tom is one of the Group’s co-founders and former Chairman. He has had considerable dealings with gambling operators in both the traditional land-based environment and the online sector. Tom is a former chief executive officer and currently business development director of Playtech Limited (AIM:PTEC). Since becoming business development director of Playtech, Tom has been responsible for overseeing their global customer growth and the development of customised software solutions for the Asian marketplace. Tom also sits as a non-executive director of a number of gambling and technology companies. Tom Hall is a regular key-note speaker at gambling conferences and investor forums around the world.

From 1995 until he joined ALL in 2002, Tom was Chief Executive Officer of TTR Strategic Holdings Limited (“TTR”), an Asia Pacific focused financial services group, and subsequently chief executive officer of its data processing associate, NAV Limited. Prior to that, he worked in Swiss private banking and private client financial services in the UK and Hong Kong.

#### *Christopher Parker (aged 40) – Chief Executive Officer and Co-Founder*

Chris was a co-founder of the Group and joined the business in 2005 as Chief Executive Officer, where he has overseen the rapid expansion of the Group’s business activities and profitability. Prior to joining the Group, Chris served in the British Army and worked in the British civil service. In 1994, he left government service and joined the Tresidder Tuohy Group of Hong Kong. By 1999, Chris was appointed chief executive officer of the group, which quickly became one of the leading investment advisory firms in the Region. Under his leadership, the company grew to handling over US\$300 million of funds under management and a further US\$1.5 billion funds under administration.

#### *Gary Underwood (aged 43) – Chief Financial Officer*

Gary joined the ALL Group as Chief Financial Officer in July 2006. He started his career as an audit manager with Pannell Kerr Forster in Nottingham. In 1994, he moved to Hong Kong and joined Ernst & Young as a senior manager in their Private Business Group. In 1996 he joined KPMG, where he became Country director of their offices in Hanoi and Ho Chi Minh City in Vietnam. After KPMG, he returned to Hong Kong in 1998 as the chief operating officer of BSC Limited, a beauty, health and spa group of companies. He then worked as the strategic planning and business development director of Lark International Limited, a private group of companies with operations in cinema exhibition, film distribution and production, ticketing, garments, restaurants and property. His most recent posting prior to joining the Group was in Malaysia as the finance director and company secretary of Leo Burnett Advertising Sdn Bhd. Gary is a Chartered Accountant and he has a Business Studies degree from the Nottingham Trent University in the UK.

*Chi Kan Tang (aged 33) – Global Business Development Director and Co-Founder*

Kan is a Hong Kong born, Canadian-educated accountant with extensive experience in the online gambling sector and live casino video streaming. Kan joined the Group in 2003 and was one of the three founder shareholders in the business. Initially he was responsible for the financial and operational structuring of the Group and oversaw the financial control, business appraisal and system development. More recently, he acted as interim chief financial officer of CY Foundation Group Limited, immediately prior to the Group's successful Hong Kong main board re-listing and US\$130m fund raising. He returned to ALL after 6 months and resumed his Board responsibilities as Global Business Development Director.

The early part of his career was spent predominantly in the audit divisions of Arthur Andersen and KPMG in Canada. In 2001, he moved into online gaming working with the operators of the Stanley Ho franchise (DrHo888) who were pioneers of the online live video stream casino gaming concept. During this period he helped establish many of the operational and reporting live videostream standards that govern this form of gaming today. As well as a qualified Chartered Accountant, Kan is a qualified CFA.

*Robert Evans (aged 45) – Chief Operating Officer*

Rob has been in Asia since the 1980s where he has had extensive experience in the advertising world as a finance director. Rob joined the Group in early 2007 to become its Chief Operating Officer. Rob originates from New Zealand and has a strong finance and systems background. His current responsibilities at ALL encompass business development, strategic planning and the implementation of policies, procedures and controls that ensure operations and growth are managed to meet the Group's corporate and commercial objectives.

Rob first worked as an accountant for Newland Motors, a subsidiary of Ford Motors, before entering the world of advertising when he joined Adventure Advertising from 1985 to 1989 as its accountant and company secretary. In 1989, he moved to Tokyo and joined Leo Burnett – Kyodo Co. Ltd. as its assistant finance director, where he stayed until 1998. After a brief stint as a consultant for Leo Burnett Asia Pacific, he relocated to Singapore where he was employed by Leo Burnett as finance director of its three business units in Singapore – Leo Burnett, Starcom and Arc Worldwide.

*Itamar Shamshins (aged 31) – Chief Technology Officer*

Itamar is the ALL Group's newly-appointed Chief Technology Officer. Prior to joining ALL, he was the Technologies Division Manager of Extreme Technologies Ltd., and was responsible for providing software and integration services for many corporations. He also has extensive experience in managing software development and web-based assets for one of the largest internet service provider and telecommunications companies in Israel. Itamar holds a degree in Computer Science and is also highly experienced in systems engineering. He was a regular lecturer at colleges in Israel.

*Jonathan Hubbard (aged 50) – Non-executive Director*

Jonathan joins the Board of ALL as Non-executive Director, effective on Admission. Jonathan is currently serving as managing director of KCS Services Limited, an advisory firm specialising in client fiduciary services. Jonathan was previously with HSBC for 20 years, latterly serving as managing director HSBC Trustee (Hong Kong) from 1994-2001 and previously serving as global head of trust and chief executive officer of Wealth Solutions HSBC Private Bank. Jonathan is a qualified Solicitor.

**Senior Management**

*Nicholas Chappell – Chief Compliance Officer*

Nick joined the Group as Operations Officer in early 2004 and was promoted to his current position in 2006. Nick oversees the ALL Group's procedural and regulatory compliance with

various gambling and licensing jurisdictions where the Group maintains licences in addition to overseeing the sourcing, development and quality control of gambling machinery built in Asia.

Nick is a qualified ISO 9000 Lead Assessor with an engineering background. He started his career as a Geotechnical Engineer in 1993, subsequently becoming quality assurance manager with engineering company Montgomery Watson, based in Hong Kong and China. Prior to joining the Group, Nick worked as a quality assurance manager on the Shell/Sinopec multi-billion dollar petrochemical plant joint venture in Nanhai, China.

*Rodney Hall – Director of Sport*

Rodney joined the Group on a full time basis in 2005, after providing local Philippines assistance to the Group when initially establishing offices in Manila. A lifelong sports enthusiast, after several promotions he now heads the ALL Group's sports betting operations. Rodney moved to Asia in the mid-1990's and became involved in a number of independent businesses in the hotel, golf development and insurance broking sectors. In 1998, he became the chief executive officer of Blue Cross Insurance Inc. and Blue Cross Health Care Inc., one of the Philippines' leading health care providers.

Rodney spent the early part of his career in the financial services sector in the UK. After an early incumbency at the Financial Times, he moved on to Directorships with Britannia International in the Channel Islands; John Govett & Co in the City of London; and then managing director and general manager roles with CIGNA and Royal Life, respectively.

*Jeff Mann – Marketing Director*

During his career Jeff has been associated with many of the leading companies in the consumer, insurance, pharmaceutical, banking and finance industries, having worked as a marketing and public relations professional in the Region for over 30 years. Jeff joined the Group as its Marketing Director in 2007.

In 1979, Jeff established and chaired the JMA Group, headquartered in Hong Kong, which within ten years became the largest independent marketing services group in Asia, with additional offices in Japan, Singapore, Malaysia, Taiwan, South Korea and the Philippines. The JMA Group comprised a group of businesses involved in public relations, advertising, graphic design and production, promotions and event management.

*Jay Ogabang – Group Financial Controller*

Jay joined the Group in 2005 as Senior Accountant and was promoted to Group Financial Controller in 2006. Jay is a recognised consultant of the Philippine Chamber of Commerce and Industry (PCCI) and served as a consultant to a number of government projects for the Philippine Senate and Congress. He was also a college professor and review lecturer for finance, taxation and audit at a leading Philippine university. Jay is an active member of the Australian Institute of Certified Management Accountants and is currently finishing his Masters degree in Business Administration.

A Chartered and Certified Public Accountant, Jay started his career at Ernst and Young Global as a financial and information systems auditor and left as a manager, having gained knowledge and expertise in various industries including banking and finance, investment and securities, information technology, real estate, property construction and development, life and non-life insurance. After Ernst and Young, Jay worked as a senior director in one of the largest IT companies in Asia. As a member of the finance and management committee, he gained expertise in the field of business risk planning and management, strategic planning, management, execution and development, financial policy formulation and implementation, internal control planning and execution and compliance to statutory and tax regulations.

*Ronald Tumalak – Information Technology Manager*

Ronald joined the Group as a senior software developer in January 2004. He was appointed IT Manager in May of the same year, and helped grow and develop the technology team. His team is currently involved in projects covering sports betting, payment processing integration, network management and monitoring, and various enterprise application integration initiatives.

Ronald developed an interest in programming at an early age and began his tech career as an assistant software development manager at one of the major shipping companies in Manila. After working for the Armed Forces of the Philippines as a research analyst, in 1991 he joined STI, one of the major academic institutions in the Philippines, to develop instructional materials and conduct training for IT educators nationwide.

*Alex Dong – Business Development Manager*

Alex joined the Group in 2004 directly from Griffith University, Australia. With a background and keen interest in IT, Alex played an important role in the customisation of Playtech's gaming products for the Group and the Asian marketplace. Alex was promoted to his current position at the end of 2005 and manages key client relationships and new business development for the ALL Group's Asian focused casinos and P2P products.

**Corporate Governance**

The Directors support high standards of corporate governance and confirm that following Admission the Company intends, where practicable, and having regard to the size and nature of the Company, to comply with the principles of the Combined Code. To this end, the Company has appointed two Non-executive Directors with effect from Admission and intends to appoint a further non-executive director in the near future. In addition, the Board has established an Audit Committee, a Remuneration Committee and a Nomination Committee with formally delegated duties and responsibilities. Upon Admission, the Non-executive Directors will be members of each of these committees.

The Audit Committee will be chaired by Jong-Dae Lee and will normally meet not less than three times a year. The Audit Committee has responsibility for, amongst other things, planning and reviewing the Group's annual report and accounts and interim statements and will involve, where appropriate, the Group's auditors. The committee will focus particularly on compliance with legal requirements and accounting standards. It is also responsible for ensuring that an effective system of internal controls is maintained. The ultimate responsibility for reviewing and approving the annual accounts and interim statement remains with the Board.

The Remuneration Committee will be chaired by Jonathan Hubbard and will meet twice a year. The Remuneration Committee has responsibility for making recommendations to the Board on the compensation of senior executives and determining, within its agreed terms of reference, the specific remuneration packages for each of the Executive Directors. It will also be responsible for the implementation of the Share Option Plan and will, if appropriate, set the performance conditions to be satisfied before options can be exercised.

The Nomination Committee will be chaired by Jong-Dae Lee and will meet not less than twice a year. The Nomination Committee has responsibility for reviewing the size, structure and composition of the Board, succession planning, the appointment of replacement and/or additional directors and for making the appropriate recommendations to the Board.

The Directors intend to comply with Rule 21 of the AIM Rules relating to directors' dealings and, in this regard, the Company has adopted a model code for directors' dealings which is appropriate for an AIM company. The Company will also take reasonable steps to ensure compliance by the Company's applicable employees and their respective associates.

## Summary Financial Information

The following information has been extracted without material adjustment from the historical financial information on the ESL Group contained in Part 3 of the Admission Document of which the information relating to the period ended 30 June 2007 was unaudited. Prospective investors should read the whole of the Admission Document and should not rely solely on this summary.

	<i>Year Ended 31 Dec 2005 US \$ 000</i>	<i>Year Ended 31 Dec 2006 US \$ 000</i>	<i>Unaudited 6 months ended 30 Jun 2007 US \$ 000</i>
Revenue	15,134	23,122	16,753
Gross Profit	2,372	3,355	1,329
Profit before tax from continuing operations*	1,326	3,647	2,752
Profit after tax from continuing operations	1,324	3,633	2,742
Profit for the period (including discontinued operations)	1,324	4,225	2,748

*\*The profit before tax contains US\$2.5m of income from investment and corporate finance activities for the year ended 31 December 2006 and US\$2.5m for the six months ended 30 June 2007.*

For the half year ended 30 June 2007, online casino-related revenue represented approximately 70 per cent. of the ALL Group's gambling operational revenue; live videostream casino gaming and reseller related revenue represented, in aggregate, approximately 15 per cent.; P2P related revenue represented approximately one per cent.; and corporate finance and other activities generated a further 14 per cent.

## Current Trading and Prospects

Since 30 June 2007, trading in relation to each of the casino, poker and related activities has been in line with the Directors' expectations and demonstrates continued growth in the ALL Group's online gambling business.

The Directors believe that the ALL Group is well positioned to take advantage of continued steady growth in the online and land-based casino gaming markets in the Region and the potential growth in online poker, P2P and Asian themed games and other gaming markets, and look forward to the Group's future with confidence.

## Reasons for Admission and Use of Proceeds

The Directors believe that the Company's flotation and the raising of new funds pursuant to the Placing is an important step towards the ALL Group maintaining its position in the Region.

In addition, the Company is seeking Admission in order to create a public market in the Ordinary Shares, to provide access to capital and to provide the ALL Group with the ability to incentivise its employees through the Share Option Plan, which will assist the ALL Group in continuing to attract, retain and motivate high calibre employees.

It is intended that the net proceeds of the placing of the Subscription Shares will be used by the Company for the following purposes:

- to acquire additional online gambling operations and integrate them into ALL's existing online operations;

- to establish a 'Gaming and Gaming Related Technology Fund'. It is proposed that ALL will seed the fund with \$25m of the net proceeds of the Placing and will take a majority stake in the management company. The fund will invest in both public and private businesses;
- to acquire a 24 per cent. stake in a consortium which is looking to roll out four to five slot machine and digital gambling outlets in Macau in conjunction with a major casino group;
- to acquire a stake in ID Games, an innovative slot-machine manufacturer, for which it acts as a distributor/reseller in the Region; and
- to invest in other companies in the gambling industry where appropriate opportunities arise, some of which have already been identified by the Group.

### **Details of the Placing**

The Placing comprises the placing by Collins Stewart, as agent for the Company, of 39,701,250 Subscription Shares and 8,822,500 Sale Shares with institutional and other investors pursuant to the Placing Agreement. The placing of the Subscription Shares will raise approximately £40.7 million net of expenses for the Company. The Placing Shares will represent approximately 44 per cent. of the issued Ordinary Shares immediately following Admission. The Placing Shares will, on issue, rank *pari passu* with all the other issued Ordinary Shares, including the right to receive, in full, all dividends and other distributions thereafter declared, made or paid after the date of issue.

### **Lock-in and Orderly Market Arrangements**

Pursuant to the terms of the Placing Agreement, the Directors have each undertaken to Collins Stewart that they shall not, except in certain specified circumstances, sell, transfer, grant any option over or otherwise dispose of the legal, beneficial or any other interest in any Ordinary Shares ("Interest") held by them at the date of Admission (or rights arising from any such shares or other securities or attached to any such shares) (together the "Restricted Shares") prior to the first anniversary of Admission (the "Lock-In Period"). In order to maintain an orderly market in the Ordinary Shares, such Directors have also undertaken to Collins Stewart that they shall not (save in certain specified circumstances), for a period of six months following the expiry of the Lock-In Period and, provided that Collins Stewart remains the nominated adviser to the Company for the purposes of the AIM Rules, dispose of any Interest in the Restricted Shares without the prior written consent of Collins Stewart, which may only be withheld and/or delayed in good faith and on the basis of orderly market principles. Furthermore, if such consent is given, such persons have agreed to effect such disposals only through Collins Stewart in such manner as Collins Stewart shall reasonably require with a view to the maintenance of an orderly market in the Ordinary Shares of the Company.

### **Dividend Policy**

ESL, the Group's former holding company, declared and paid an interim dividend of US\$1.3 million during the year ended 31 December 2006 and declared and paid an interim dividend *in specie* of US\$1.5 million on 6 July 2007.

The Directors intend to adopt a dividend policy which will reflect the long-term earnings and cashflow potential of the ALL Group, whilst maintaining an appropriate level of dividend cover. Following Admission, the Directors anticipate that following the end of the 2008 financial year the ALL Group will initially adopt an annual dividend payment ratio of approximately 50 per cent. of the Group's profit after tax.

### **Ends**