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TLT LOTTOTAINMENT GROUP LIMITED

彩娛集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 8022)

RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY TWO SHARES HELD ON THE RECORD DATE AND ADJUSTMENTS TO THE OUTSTANDING OPTIONS AND CONVERTIBLE NOTES

RESULTS OF THE RIGHTS ISSUE

The Board announces that as at 4:00 p.m. on Thursday, 6 September 2012, being the latest time for acceptance of and payment for Rights Shares and application for excess Rights Shares, a total of 3 valid acceptances and applications had been received for a total of 40,036,456 Rights Shares, which comprise: (i) 2 valid acceptances of provisional allotments under the PALs in respect of a total of 40,033,456 Rights Shares; and (ii) 1 valid application for excess Rights Shares under the EAFs in respect of a total of 3,000 Rights Shares. In aggregate, they represented approximately 20.33% of the total number of 196,941,341 Rights Shares available under the Rights Issue.

The Rights Issue had become unconditional after 4:00 p.m. on Tuesday, 11 September 2012.

Based on the above results, the Rights Issue was under-subscribed by 156,904,885 Rights Shares. In accordance with the terms of the Underwriting Agreement, the Underwriter had performed its underwriting obligations and had procured subscribers to subscribe for all the untaken Rights Shares. To the best of the Directors' knowledge, information and belief after having made reasonable enquiries, each of the subscribers and his/her respective ultimate beneficial owners (if any) are third parties independent of the Company and its connected persons. None of the subscribers has become a substantial shareholder (as defined in the GEM Listing Rules) of the Company upon taking up the untaken Rights Shares.

Regarding the 1 valid application for a total of 3,000 excess Rights Shares, the Board has resolved to accept this valid application and allot and issue such number of excess Rights Shares as having been validly applied for under this application. Accordingly, a total of 3,000 excess Rights Shares will be allotted to the Shareholder lodging valid application and he/she/it will be allotted with the number of Rights Shares for which he/she/it has validly applied.

Share certificates for fully-paid Rights Shares in respect of valid acceptances of Rights Shares under the PALs and successful application for excess Rights Shares under the EAFs are expected to be despatched by ordinary post to those entitled thereto, at their own risk, on Friday, 14 September 2012.

Dealings in fully-paid Rights Shares on the Stock Exchange are expected to commence on Monday, 17 September 2012.

ADJUSTMENTS TO THE OUTSTANDING OPTIONS AND CONVERTIBLE NOTES

As a result of the Rights Issue, adjustments have been made as to the exercise price and the number of Shares falling to be allotted and issued upon exercise of the subscription rights attaching to the outstanding Options and the conversion price of the Convertible Notes.

Reference is made to the prospectus of TLT Lottotainment Group Limited (the "Company") dated 23 August 2012 (the "Prospectus") in relation to the Rights Issue. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE

The Board announces that as at 4:00 p.m. on Thursday, 6 September 2012, being the latest time for acceptance of and payment for Rights Shares and application for excess Rights Shares, a total of 3 valid acceptances and applications had been received for a total of 40,036,456 Rights Shares, which comprise: (i) 2 valid acceptances of provisional allotments under the PALs in respect of a total of 40,033,456 Rights Shares and (ii) 1 valid application for excess Rights Shares under the EALs in respect of a total of 3,000 Rights Shares. In aggregate, they represented approximately 20.33% of the total number of 196,941,341 Rights Shares available under the Rights Issue and approximately 6.78% of the issued share capital of the Company as enlarged by the issue of 196,941,341 Rights Shares.

The Rights Issue had become unconditional after 4:00 p.m. on Tuesday, 11 September 2012.

Based on the above results, the Rights Issue was under-subscribed by 156,904,885 Rights Shares. In accordance with the terms of the Underwriting Agreement, the Underwriter had performed its underwriting obligations and had procured subscribers to subscribe for all the untaken Rights Shares. To the best of the Directors' knowledge, information and belief after having made reasonable enquiries, each of the subscribers and his/her respective ultimate beneficial owners (if any) are third parties independent of the Company and its connected persons. None of the subscribers has become a substantial shareholder (as defined in the GEM Listing Rules) of the Company upon taking up the untaken Rights Shares.

EXCESS RIGHTS SHARES

Regarding the 1 valid application for a total of 3,000 excess Rights Shares, the Board has resolved to accept this valid applications and allot and issue such number of excess Rights Shares as having been validly applied for under this application. Accordingly, a total of 3,000 excess Rights Shares will be allotted to the Shareholder lodging valid application and he/she/it will be allotted with the number of Rights Shares for which he/she/it has validly applied.

SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and after completion of the Rights Issue is as follows:

Shareholder	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	<i>No. of Shares</i>	<i>approx. %</i>	<i>No. of Shares</i>	<i>approx. %</i>
Mr. Luk Wing Kwong, Quintin	50,351,800	12.78	50,351,800	8.52
Other Shareholders	<u>343,530,882</u>	<u>87.22</u>	<u>540,472,223</u>	<u>91.48</u>
Total	<u>393,882,682</u>	<u>100.00</u>	<u>590,824,023</u>	<u>100.00</u>

DESPATCH OF CERTIFICATES FOR FULLY-PAID RIGHTS SHARES

Share certificates for fully-paid Rights Shares in respect of the valid acceptances of Rights Shares under the PALs and successful application for excess Rights Shares under the EAFs are expected to be despatched by ordinary post to those entitled thereto, at their own risk, on Friday, 14 September 2012.

COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Dealings in fully-paid Rights Shares on the Stock Exchange are expected to commence on Monday, 17 September 2012.

ADJUSTMENTS TO THE OUTSTANDING OPTIONS AND CONVERTIBLE NOTES

Pursuant to the terms of the Share Option Schemes, adjustments are required to be made to the exercise price of and/or the number of Shares entitled to be subscribed for under the outstanding Options as a result of the Rights Issue.

In accordance with the terms of the Share Option Schemes and the supplementary guidance issued by the Stock Exchange on 5 September 2005 (the “Supplementary Guidance”) regarding adjustment of share options under Rule 23.03(13) of the GEM Listing Rules, the exercise price of and the number of Shares that can be subscribed for under the outstanding Options will be adjusted in the following manner with effect from 14 September 2012 as a result of the Rights Issue.

Date of grant	Exercise price per Share immediately before completion of the Rights Issue (HK\$)	Exercise price per Share after completion of the Rights Issue (HK\$)	Number of Shares entitled to be subscribed for upon exercise of the outstanding Options immediately before completion of the Rights Issue	Number of Shares entitled to be subscribed for upon exercise of the outstanding Options after completion of the Rights Issue
29 June 2009	3.07	3.24	400,000	379,412
04 June 2010	1.70	1.79	2,800,000	2,655,882
Total			<u>3,200,000</u>	<u>3,035,294</u>

The independent financial adviser of the Company, Chanceton Capital Partners Limited, has reviewed the above adjustments and has certified in writing that the adjustments have been made in accordance with the terms and conditions of the Share Option Schemes and in compliance with the GEM Listing Rules and the Supplementary Guidance.

Save for the above adjustments, all other terms and conditions of the Options remain unchanged. Specific notification regarding the adjustments will be given to the holders of the outstanding Options.

Pursuant to the terms of the Convertible Notes, the conversion price of the Convertible Notes will be adjusted from HK\$1.4 to HK\$1.19 with effect from 14 September 2012 as a result of the Rights Issue.

The independent financial adviser of the Company, Chanceton Capital Partners Limited, has reviewed the above adjustments and has certified in writing that the adjustments have been made in accordance with the terms and conditions of the Convertible Notes.

Save for the above adjustment, all other terms and conditions of the Convertible Notes remain unchanged. Specific notification regarding the adjustment will be given to the holder of the Convertible Notes.

By order of the Board
TLT Lottotainment Group Limited
Yip Man Yi
Chairman and Executive Director

Hong Kong, 13 September 2012

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors:

Ms. Yip Man Yi (Chairman)
Mr. Chan Yun Fai
Mr. Au Yeung Yiu Chung

Independent Non-executive Directors:

Mr. Lau Shu Yan
Mr. Li Kwok Chu
Mr. Chiu Koon Shou

This announcement, for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting.