



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 December 2013 (Revised)

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer TLT LOTTOTAINMENT GROUP LIMITED

Date Submitted 3 April 2014

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 8022 Description : Ordinary Shares

	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>2,000,000,000</u>	<u>0.5</u>	<u>1,000,000,000</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>2,000,000,000</u>	<u>0.5</u>	<u>1,000,000,000</u>

(2) Stock code : N/A Description : \_\_\_\_\_

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

## 2. Preference Shares

Stock code : <u>  N/A  </u>	Description : _____		
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

## 3. Other Classes of Shares

Stock code : <u>  N/A  </u>	Description : _____		
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*HK\$*) :   1,000,000,000

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	210,051,339	N/A	N/A	N/A
Increase/ <del>(decrease)</del> during the month	350,085,565 <i>(Remark 1)</i>	N/A	N/A	N/A
Balance at close of the month	560,136,904	N/A	N/A	N/A

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme (30/07/2001) Exercise price: HK\$29.13 per share <i>(Remark 2)</i> Date of grant: (29/06/2009) ordinary shares <i>(Note 1)</i>	-	-	-	31,652 <i>(Remarks 2 &amp; 6)</i>	-	-
2. Share Option Scheme (30/07/2001) Exercise price: HK\$16.09 per share <i>(Remark 3)</i> Date of grant: (04/06/2010) ordinary shares <i>(Note 1)</i>	-	-	-	158,257 <i>(Remarks 3 &amp; 7)</i>	-	-
3. Share Option Scheme ( / / )  ( / / ) ordinary shares <i>(Note 1)</i>	-	-	-	-	-	-
Total A. (Ordinary shares)				0		
(Preference shares)				N/A		
(Other class)				N/A		
Total funds raised during the month from exercise of options (State currency)				0		

## Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry – dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
2. _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
3. _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
4. _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
				Total B. (Ordinary shares) <u>N/A</u>		
				(Preference shares) <u>N/A</u>		
				(Other class) <u>N/A</u>		

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. 2% Convertible note issued on 28 March 2011</u>						
	HK\$	28,080,000	-	Nil (Remark 5)	-	Nil (Remark 5)
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary share					
Subscription price	HK\$0.39 per share (Remark 4)					
EGM approval date (if applicable) (dd/mm/yyyy)	(23/03/2011 & 28/03/2013)					
<u>2.</u>						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
<u>3.</u>						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
<u>4.</u>						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
				Total C. (Ordinary shares)	N/A	
				(Preference shares)	N/A	
				(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A		
2.		
3.		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	



## For Main Board and GEM listed issuers

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
Type of Issue						
5.	Scrip dividend	At price :	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
6.	Repurchase of shares			Class of shares repurchased (Note 1) _____ Cancellation date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
7.	Redemption of shares			Class of shares redeemed (Note 1) _____ Redemption date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
8.	Consideration issue	At price :	State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____



For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	<p>Class of shares issuable _____ (Note 1)</p> <p>Effective date : ( / / ) (dd/mm/yyyy)</p> <p>EGM approval date: ( / / ) (dd/mm/yyyy)</p>		
10. Other (Please specify)	<p>At price : _____ State currency _____</p> <p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : ( / / ) (dd/mm/yyyy)</p> <p>EGM approval date: ( / / ) (dd/mm/yyyy)</p>		
		Total E. (Ordinary shares)	350,085,565
		(Preference shares)	N/A
		(Other class)	N/A

Total increase / <del>(decrease)</del> in ordinary shares during the month (i.e. Total of A to E):	(1)	350,085,565
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

1. 140,034,226 Offer Shares and 210,051,339 Bonus Shares were issued on 20 December 2013 (as detailed in the prospectus of the Company dated 28 November 2013 and the announcement of the Company dated 19 December 2013).
2. Upon the completion of the Open Offer (with Bonus Issue), the exercise prices and number of Shares to be issued under the outstanding Share Options, which has been granted on 29 June 2009, has been adjusted from HK\$37.80 to HK\$29.13 and from 24,390 Share Options to 31,652 Share Options accordingly (as detailed in the announcement of the Company dated 19 December 2013).
3. Upon the completion of the Open Offer (with Bonus Issue), the exercise prices and number of Shares to be issued under the outstanding Share Options, which has been granted on 4 June 2010, has been adjusted from HK\$20.88 to HK\$16.09 and from 121,948 Share Options to 158,257 Share Options accordingly (as detailed in the announcement of the Company dated 19 December 2013).
4. Pursuant to the terms of the Convertible Notes, the conversion price of the Convertible Notes have been adjusted from HK\$0.50 per Share to HK\$0.39 per Share as a result of the Open Offer (with Bonus Issue) (as detailed in the announcement of the Company dated 19 December 2013).
5. 2% Convertible Note issued on 28 March 2011 was early redeemed and shall be settled in cash of HK\$28,080,000 by the Company from the proceed generated from the open offer of the Company completed on 20 December 2013 (as detailed in the announcement of the Company dated 19 December 2013).
6. 31,652 share option, which has been granted on 29 June 2009, were lapsed on 31 December 2013.
7. 158,257 share option, which has been granted on 4 June 2010, were lapsed on 31 December 2013.

Submitted by: Li Chi Chung

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

---

Notes :

1. State the class of shares (e.g. ordinary, preference or other).
2. If there is insufficient space, please append the prescribed continuation sheet.