

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 TLT Lottotainment Group Limited (the "Company"), you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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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)

(1) PROPOSED CHANGE OF COMPANY NAME; AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting of the Company to be held at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong on Wednesday, 12 November 2014 at 12:30 p.m. is set out on pages 5 to 6 of this circular.

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar, Hong Kong Registrars Ltd., at Shops 1712-1716, 17/F Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjourned meeting (as the case may be) if you so wish.

21 October 2014

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Company”	TLT Lottotainment Group Limited (stock code: 8022), a company incorporated in Hong Kong with limited liability, the issued shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and if thought fit, to approve, among other matters, the Proposed Change of Company Name
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “TLT Lottotainment Group Limited” to “Evershine Group Holdings Limited” and the proposed change of the Chinese name of the Company from “彩娛集團有限公司” to “永耀集團控股有限公司”
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



TLT LOTTOTAINMENT GROUP LIMITED

彩娛集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 8022)

Executive Directors:

Ms. Lin Yan Jenny
Mr. Wu Wenbei

Independent non-executive Directors:

Ms. Lam Yuk Ying, Elsa
Mr. Liu Kwong Sang
Mr. Yiu Yuen Kai

Registered Office:

Room A, 9th Floor
Fortis Tower
77-79 Gloucester Road
Wanchai
Hong Kong

21 October 2014

To Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 7 October 2014 in relation to, among other matters, the Proposed Change of Company Name. The purpose of this circular is to give you details in respect of, among other matters, the Proposed Change of Company Name and to give you the notice of EGM in order to enable you to make an informed decision on whether to vote for or against the resolution to be proposed at the EGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

As disclosed in the announcement of the Company dated 7 October 2014, the Board proposes to change the English name of the Company from “TLT Lottotainment Group Limited” to “Evershine Group Holdings Limited” and to change the Chinese name of the Company from “彩娛集團有限公司” to “永耀集團控股有限公司”, subject to the conditions as set out in the paragraph headed “Conditions of Proposed Change of Company Name” below.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name will be subject to the following:

1. the passing of a special resolution by the Shareholders at the EGM to approve the Proposed Change of Company Name;
2. if necessary, the Registrar of Companies of Hong Kong approving the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Certificate of Change of Name of the Company is issued by the Registrar of Companies of Hong Kong.

Reasons for the Proposed Change of Company Name

To refresh the Company’s corporate image and identity and in light of the business development and diversity of the Group, the Board considers that the new English and Chinese names of the Company, namely “Evershine Group Holdings Limited” and “永耀集團控股有限公司”, can more accurately reflect the corporate nature of the Group.

The Board is therefore of the opinion that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company or the Company’s daily business operation and its financial position. Once the Proposed Change of Company Name becomes effective, the share certificates of the Company will be issued in the new name of the Company. However, all existing share certificates in issue bearing the existing name of the Company will, after the change of name has become effective, continue to be effective as documents of title and be valid for trading, settlement and registration purposes. There will not be any arrangement for the exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

LETTER FROM THE BOARD

EGM

Set out on pages 5 to 6 is a notice convening the EGM to be held at Room A, 9th Floor, Fortis Tower, 77–79 Gloucester Road, Wanchai, Hong Kong on Wednesday, 12 November 2014 at 12:30 p.m. at which relevant resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the Proposed Change of Company Name and the transactions contemplated thereunder.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar, Hong Kong Registrars Ltd., at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting (as the case may be) if you so wish.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders have a material interest in the Proposed Change of Company Name and no Shareholders shall be required to abstain from voting at the EGM.

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 the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

RECOMMENDATION

The Board considers that the Proposed Change of Company Name is fair and reasonable and is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolution as set out in the notice of EGM.

Yours faithfully
By order of the Board
TLT Lottotainment Group Limited
Wu Wenbei
Chairman and Executive Director

NOTICE OF EGM



TLT LOTTOTAINMENT GROUP LIMITED

彩娛集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 8022)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of the shareholders (the “Shareholder(s)”) of TLT Lottotainment Group Limited (the “Company”) will be held at Room A, 9th Floor, Fortis Tower, 77–79 Gloucester Road, Wanchai, Hong Kong on Wednesday, 12 November 2014 at 12:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“THAT subject to and conditional upon the approval of the Registrar of Companies of Hong Kong being obtained, the English name of the Company be and is hereby changed from “TLT Lottotainment Group Limited” to “Evershine Group Holdings Limited” and the Chinese name of the Company changed from “彩娛集團有限公司” to “永耀集團控股有限公司” (the “Proposed Change of Company Name”) with effect from the date of entry of the new English and Chinese names of the Company on the register maintained by the Registrar of Companies of Hong Kong, and any one director of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents as he/she may consider necessary or expedient to give effect to the Proposed Change of Company Name and the transactions contemplated thereunder.”

By order of the Board
TLT Lottotainment Group Limited
Wu Wenbei
Chairman and Executive Director

Hong Kong, 21 October 2014

Notes:

1. A member of the Company may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares (each a “Share”) of the Company in respect of which each such proxy is so appointed.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged with the Company’s share registrar in Hong Kong, Hong Kong Registrars Ltd. at Shops 1712–1716, 17/F Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not less than 48 hours before the time appointed for holding the meeting (or the adjourned meeting, as the case may be).

NOTICE OF EGM

3. Delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM and in such event, the form of proxy shall be deemed to be revoked.
4. In the case of joint registered holders of any Share, any one of such joint registered holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint registered holders be present at the EGM, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of the Company in respect of the joint holding.
5. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the website of the Company at <http://www.lottotainment.com.hk> and on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> to notify Shareholders of the date, time and place of the rescheduled meeting.
6. Any voting at the EGM shall be taken by poll.