

**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 a 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 the 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)**

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,  
EXTENSION OF GENERAL MANDATES TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting ("AGM") of the Company to be held at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong on Tuesday, 20 May 2014 at 11:00 a.m. is set out on pages 14 to 17 of this circular. Shareholders of the Company are advised to read the notice and to complete and return the form of proxy for use at the AGM enclosed with this circular in accordance with the instructions printed thereon.

A form of proxy for the AGM is enclosed with this circular. Whether you are able to attend or not, please complete and return the enclosed form of proxy to the branch share registrar of the Company, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof in person.

*This circular will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the website of the Company at <http://www.lottotainment.com.hk>.*

11 April 2014

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM")  
OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")**

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. 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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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

“2013 Annual Report”	the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2013
“AGM”	the annual general meeting of the Company to be convened and held at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong on Tuesday, 20 May 2014 at 11:00 a.m. and any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended and adopted from time to time
“Board”	the board of directors of the Company
“Buy-back Mandate”	the proposed general mandate to be granted to the Directors to exercise the power of the Company to buy-back Shares equal in aggregate not exceeding 10% of the total number of Shares in issue on the terms as more particularly set out in the Notice
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, which become effective on 3 March 2014
“Company”	TLT Lottotainment Group Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on GEM
“Connected Person”	has the same meaning as ascribed thereto under the GEM Listing Rules
“Director(s)”	the directors of the Company
“Existing Issue Mandate”	the general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 13 May 2013 to allot, issue and deal up to 20% of the then issued share capital of the Company as at the date of the annual general meeting on 13 May 2013
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM

## DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the proposed general mandate to be granted to the Directors to permit the allotment and issue of new Shares equal in aggregate up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	8 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Notice”	the notice convening the AGM
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinances, Cap. 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.



**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

11 April 2014

*To Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,  
EXTENSION OF GENERAL MANDATES TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the approval of (a) granting to the Directors the Issue Mandate; (b) granting to the Directors the Buy-back Mandate; (c) granting to the Directors a general mandate to extend the Issue Mandate to issue new Shares by adding to it the total number of Shares bought back by the Company under the Buy-back Mandate; and (d) re-election of retiring Directors.

## LETTER FROM THE BOARD

### GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the last annual general meeting of the Company held on 13 May 2013, general mandates were granted to the Directors to issue Shares. The said general mandates will expire at the conclusion of the forthcoming AGM.

The Board shall review the market situation from time to time and exercise the general mandate to issue Shares for fund raising activities if and when appropriate. The Board believes that the exercise of the general mandate to issue Shares is in the best interests of the Company and the Shareholders as a whole by maintaining the financial flexibility for the future business development of the Group.

Resolutions set out as the ordinary resolution numbers 4 and 5 in the AGM Notice will be proposed at the AGM to grant fresh mandates to the Directors: (i) to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing resolution granting the Issue Mandate as resolution number 4 set out in the AGM Notice. Based on 560,136,904 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are bought back after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to allot, issue and deal with up to a total of 112,027,380 Shares if the Issue Mandate is granted at the AGM; and (ii) to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of resolution number 5 set out in the AGM Notice granting the Buy-back Mandate.

At the last annual general meeting of the Company held on 13 May 2013, the Existing Issue Mandate was granted by an ordinary resolution passed by the Shareholders. As at the Latest Practicable Date, none of the Existing Issue Mandate has been utilized. Based on 560,136,904 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are bought back after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to buy back for up to a total of 56,013,690 fully paid Shares if the Buy-back Mandate is granted at the AGM.

These general mandates will remain in effect until whichever is the earliest of (i) the date of the next annual general meeting; (ii) the date by which the next annual general meeting is required to be held by the Articles of Association or Companies Ordinance or GEM Listing Rules; and (iii) the date upon which such an authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

## LETTER FROM THE BOARD

### **EXTENSION OF GENERAL MANDATE TO ISSUE SHARES**

Subject to conditional on the passing of the resolutions to grant the Issue Mandate and the Buy-back Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandates of an amount representing the total number of Shares bought back by the Company pursuant to the Buy-back Mandate provided that such extended amount shall not exceed 10% of the total number of Shares in issue on the date of passing the resolution for approving the Issue Mandate.

An explanatory statement required under Rule 13.08 of the GEM Listing Rules to be sent to the Shareholders in connection with the Buy-back Mandate is set out in the Appendix II to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant proposed ordinary resolution for the grant of the Buy-back Mandate at the AGM.

### **RE-ELECTION OF RETIRING DIRECTORS**

As mentioned on page 37 of the annual report of the Company for the year ended 31 December 2013, which was published on 28 March 2014, in accordance with the Articles of Association, Mr. Au Yeung Yiu Chung and Mr. Ho Kenneth Kai Chung shall retire from office at the AGM and being eligible, would offer themselves for re-election. However, as stated in the announcement of the Company published on 1 April 2014, Mr. Au Yeung Yiu Chung and Mr. Ho Kenneth Kai Chung have tendered their resignations as executive Director and independent non-executive Director respectively, on 1 April 2014. Due to their resignations, Mr. Au Yeung Yiu Chung and Mr. Ho Kenneth Kai Chung will not be re-elected at the AGM.

As a result, in accordance with Article 121 of the Articles of Association, Ms. Lin Yan Jenny shall retire from office by rotation at the AGM and being eligible, would offer herself for re-election. In accordance with Article 101 of the Articles of Association, Mr. Yiu Yuen Kai and Mr. Liu Kwong Sang shall retire from office at the AGM and being eligible, would offer themselves for re-election.

Mr. Yiu Yuen Kai and Mr. Liu Kwong Sang, being independent non-executive Directors eligible for re-election at the AGM, have made an annual confirmation of independence pursuant to the independence guidelines set out in Rule 5.09 of the GEM Listing Rules. The Company is of the view that Mr. Yiu Yuen Kai and Mr. Liu Kwong Sang are independent in accordance with the independence guidelines. Also, in view of their integrity, extensive knowledge and experience, the Company recommends Mr. Yiu Yuen Kai and Mr. Liu Kwong Sang to be re-elected.

Details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular. At the AGM, ordinary resolutions will be proposed to approve their re-election.



## LETTER FROM THE BOARD

### AGM

A notice convening the AGM to be held at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong on Tuesday, 20 May 2014 at 11:00 a.m. is set out on pages 14 to 17 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the Issue Mandate and Buy-back Mandate, extended the general mandate and the Buy-back Mandate and the re-election of retiring Directors.

A proxy form for appointing proxy is dispatched with this circular and published on the websites of the Stock Exchange and the Company. Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to the branch share registrar of the Company in Hong Kong at Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or the adjourned meeting (as the case may be). Completion and return of a proxy form will not preclude Shareholders from attending and voting at the meeting and at any adjournment thereof if they so wish.

### 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 Company. The Directors, having made all reasonable enquires, 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.

### GEM LISTING RULES REQUIREMENT

According to rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, every resolution put to the vote of the AGM will be taken by way of poll pursuant to Article 81 of the Articles of Association. The Company will announce the results of the poll in the manner prescribed under rule 17.47(5) of the GEM Listing Rules.

### RECOMMENDATION

The Directors are of the opinion that the grant of the Issue Mandate and Buy-back Mandate; the extension of general mandate to issue Shares and the re-election of retiring Directors referred to in this circular are in the best interests of the Company and the Shareholders and therefore recommend you to vote in favour of all resolutions to be proposed at the AGM. Shareholders should note that the Directors will exercise their voting rights in respect of all of their shareholdings (if any) in favour of the ordinary resolutions.

## LETTER FROM THE BOARD

### GENERAL

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

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolution to be proposed at the AGM.

For and on behalf of the Board  
**TLT Lottotainment Group Limited**  
**Lin Yan Jenny**  
*Executive Director*

## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

*The following are the particulars of the retiring Directors (as required by the GEM Listing Rules) proposed to be re-elected at the AGM.*

**Ms. Lin Yan Jenny (“Ms. Lin”)**, aged 43, was appointed as an executive Director on 27 May 2013 and an authorised representative of the Company for the purpose of Rule 5.25(1) of the GEM Listing Rules on 2 October 2013. She is also a director of several subsidiaries of the Company. Save as disclosed above, Ms. Lin does not hold any other position with the Company or any of its subsidiaries. Ms. Lin has a master degree from the New York Institute of Technology – Vancouver in Canada and has over 20 years’ management experience in various industries. Ms. Lin is a licensed representative to carry type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinances (Chapter 571 of the Laws of Hong Kong) of GuocoCapital Limited. Ms. Lin is an independent non-executive director of Thiz Technology Group Limited (Stock Code: 8119) which is listed on the Stock Exchange since 17 August 2012. Save as disclosed above, Ms. Lin does not hold any other directorship in other public companies the securities of which are listed in Hong Kong or overseas in the last three years or other major appointment and qualifications.

Ms. Lin has entered into a service agreement with the Company for a term of two years commencing from 27 May 2013 and is subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the service agreement, Ms. Lin is entitled a monthly salary of HK\$25,000 plus discretionary bonus, which is determined by the Board with reference to the prevailing market conditions and her roles and responsibilities to the Company.

As at the Latest Practicable Date, Ms. Lin has no interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Lin does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

**Mr. Yiu Yuen Kai (“Mr. Yiu”)**, aged 55, was appointed as an Independent Non-Executive Director on 16 January 2014. He is also the members of the audit committee, the remuneration committee and the nomination committee. Save as disclosed above, Mr. Yiu does not hold any other position with the Company or any of its subsidiaries. Mr. Yiu graduated from King’s College in 1977. He had served as director in Sportstation, Olympic Square and Oi Man Bookshop in pass 10 years. Mr. Yiu has over 30 years’ experience in marketing sales, employee training and sales management. Save as disclosed above, Mr. Yiu does not hold any other directorship in other public companies the securities of which are listed in Hong Kong or overseas in the last three years or other major appointment and qualifications.

## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Yiu has not entered into a service contract with the Company. In accordance with the Articles of Association, Mr. Yiu is subject to retirement by rotation and re-election at the Company's annual general meetings. Mr. Yiu is entitled to a Director's fee of HK\$120,000 per annum which is determined by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation. The Director's fee for Mr. Yiu will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

As at the Latest Practicable Date, Mr. Yiu has no interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Yiu does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

**Mr. Liu Kwong Sang ("Mr. Liu")**, aged 52, was appointed as an Independent Non-Executive Director on 16 January 2014. He is also the chairman of the audit committee and the remuneration committee and member of the nomination committee. Save as disclosed above, Mr. Liu does not hold any other position with the Company or any of its subsidiaries. Mr. Liu has been practising as a Certified Public Accountant in Hong Kong with more than 25 years of experience. Mr. Liu graduated with honours from the Hong Kong Polytechnic University with a bachelor degree in Accountancy and obtained the master in business administration degree from the University of Lincoln, the United Kingdom. He is an associate member of the Institute of Chartered Accountants in England and Wales, fellow members of the Association of Chartered Certified Accountants, Institute of Financial Accountants, the United Kingdom, the Institute of Public Accountants, Australia, the Hong Kong Institute of Certified Public Accountants, the Taxation Institute of Hong Kong, a Certified Tax Adviser, and the Society of Registered Financial Planners. Mr. Liu is currently an independent non-executive directors of Polytec Asset Holdings Limited (保利達資產控股有限公司) (stock code: 208) since 2000, China Railsmedia Corporation Limited (中國鐵聯傳媒有限公司) (stock code: 745) since 2004 and Dragonite International Limited (三龍國際有限公司) (stock code: 329) since 2010, whose securities are listed on the main board of the Stock Exchange and abc Multiactive Limited (辰罡科技有限公司) (stock code: 8131) since 2004, a company the securities of which are listed on the GEM. He was the independent non-executive directors of China Media and Films Holdings Limited (中國傳媒影視控股有限公司) (stock code: 8172) during 2001 to 2006 and Tack Fiori International Group Limited (野馬國際集團有限公司) (stock code: 928) from June to September of 2008. Save as disclosed above, Mr. Liu does not hold any other directorship in other public companies the securities of which are listed in Hong Kong or overseas in the last three years or other major appointment and qualifications.

## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Liu has not entered into a service contract with the Company. In accordance with the Articles of Association, Mr. Liu is subject to retirement by rotation and re-election at the Company's annual general meetings. Mr. Liu is entitled to a Director's fee of HK\$120,000 per annum which is determined by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation. The Director's fee for Mr. Liu will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

As at the Latest Practicable Date, Mr. Liu has no interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Liu does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Ms. Lin, Mr. Yiu and Mr. Liu or any other information that need to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules.

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorizing the Buy-back Mandate.

The explanatory statement contains all the information that is required by the GEM Listing Rules set out as follows:

#### **1. EXERCISE OF THE BUY-BACK MANDATE**

Assuming no Shares are issued or bought back prior to the AGM and on the basis of 560,136,904 Shares in issue as at the Latest Practicable Date, the exercise of the Buy-back Mandate in full could result in up to 56,013,690 Shares, representing 10% of the total number of Shares in issue, to be bought back by the Company during the period up to the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Hong Kong or the Articles of Association to be held or until the Buy-back Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

#### **2. REASONS FOR BUY-BACKS**

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from Shareholders to enable the Company to buy-back Shares in the market. Buy-backs of Shares will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders. Such buy-backs may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share.

#### **3. FUNDING OF BUY-BACKS**

The Company is empowered by the Articles of Association to buy back its Shares. In buy-back Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the laws of Hong Kong. Such funds may include the profits available for distribution and the proceeds of a fresh issue of Shares made for the purpose of the buy-back or if authorised by the Articles of Association and subject to Hong Kong law, out of capital. Under the Companies Ordinance, the Shares so bought back will be treated as cancelled and the total number of Shares in issue shall be diminished accordingly, but the total number of authorised Shares will not be reduced.

#### **4. EFFECT OF EXERCISE OF THE BUY-BACK MANDATE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2013 Annual Report) in the event that the Buy-back Mandate is exercised in full. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. DISCLOSURE OF INTERESTS**

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective Associates, have any present intention, if the Buy-back Mandate is exercised, to sell any Shares to the Company or its subsidiaries.

No Connected Person has notified the Company that they have a present intention to sell Shares to the Company or have undertaken not to sell Shares to the Company if the Buy-back Mandate is exercised. In accordance with the GEM Listing Rules, the Company is prohibited from knowingly buying back Shares from a connected person in the GEM and a connected person shall not knowingly sell his Shares to the Company.

**6. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the GEM Listing Rules and the applicable laws of the Hong Kong and in accordance with the regulations set out in the Articles of Association.

**7. TAKEOVERS CODE**

If as a result of a share buy-back, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, so far as the Directors are aware that there is no substantial Shareholder.

The GEM Listing Rules prohibit a company from making buy-back on the Stock Exchange if the result of the buy-back would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total issued Shares in issue would be in public hands. The Directors do not propose to buy back Shares which would result in less than the prescribed minimum percentage of Shares in public hands. In any event, the Directors do not intend to exercise the Buy-back Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeovers Code.

**8. SHARE BUY-BACKS MADE BY THE COMPANY**

No buy-backs of Shares have been made by the Company in the previous six months preceding the Latest Practicable Date, whether on the GEM or otherwise.

## 9. SHARE PRICES

The highest and lowest price at which Shares were traded on the GEM in the past 12 months up to the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2013</b>		
April	0.350	0.264
May	0.489	0.311
June	0.395	0.284
July	0.335	0.284
August	0.346	0.296
September	0.324	0.301
October	0.313	0.279
November	0.560	0.283
December	0.490	0.330
<b>2014</b>		
January	0.520	0.355
February	0.490	0.400
March	0.470	0.365
April (up to the Latest Practicable Date)	0.430	0.280



NOTICE OF ANNUAL GENERAL MEETING



TLT LOTTOTAINMENT GROUP LIMITED

彩娛集團有限公司

*(Incorporated in Hong Kong with limited liability)*

(STOCK CODE: 8022)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of TLT Lottotainment Group Limited (the "Company") will be held at 11:00 a.m. on Tuesday, 20 May 2014 at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong for the following purposes:

1. to receive and consider the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2013;
2. to re-elect retiring directors of the Company (the "Directors") and to authorise the board of Directors to fix the Directors' remuneration;
3. to re-appoint Elite Partners CPA Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration;

To consider as special business and, if thought fit, passing the following resolutions (the "Resolution(s)") as ordinary resolutions of the Company:

4. "THAT:
  - (a) subject to paragraph (c) of this Resolution, pursuant to the Rules (the "GEM Listing Rules") Governing the Listing of Securities on the Growth Enterprise Market ("GEM") operated by The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the exercise by the Directors during the Relevant Period (as herein defined) of all the powers of the Company to allot, issue and deal with unissued shares (each a "Share") of HK\$0.50 each in the share capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as herein defined); or
  - (ii) the exercise of any options granted under the share option scheme of the Company; or
  - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or
  - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares,

shall not exceed the aggregate of:

- (aa) 20 per cent. of the total number of the Shares in issue on the date of the passing of this Resolution; and
- (bb) (if the Directors are so authorised by a separate ordinary Resolution of the shareholders of the Company) the number of issued Shares bought back by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the total number of the Shares in issue on the date of the passing of that Resolution, or 56,013,690 Shares, assuming that no Shares are issued or bought back from the date of the notice of annual general meeting up to the date of such meeting), and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

## NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the passing of an ordinary Resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution;

“**Rights Issue**” means an offer of Shares, or offer of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as herein defined) of all powers of the Company to buy back the Shares on the Stock Exchange or any other stock exchange on which the Shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the GEM Listing Rules and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be bought back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of Shares in issue as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

## NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purposes of this Resolution, “Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
  - (iii) the passing of an ordinary Resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.”
6. “**THAT** conditional upon the passing of the Resolutions 4 and 5 as set out in the notice of this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to Resolution 4 above be and is hereby extended by the addition to the aggregate number of the Shares which may be allotted by the Directors pursuant to such general mandate a number representing the total number of Shares being bought back by the Company under the authority granted pursuant to Resolution 5 above, provided that such number shall not exceed 10 per cent. of the total number of Shares in issue at the date of passing of this Resolution.”

For and on behalf of the Board  
**TLT Lottotainment Group Limited**  
**Lin Yan Jenny**  
*Executive Director*

Hong Kong, 11 April 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 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 Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, 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).
3. Delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the meeting convened 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 meeting, either in person or by proxy, in respect of such Share as if they were solely entitled thereto, but if more than one of such joint registered holders be present at the meeting, 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 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 annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at <http://www.lottotainment.com.hk> and on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) to notify Shareholders of the date, time and place of the rescheduled meeting.
6. Any voting at the annual general meeting shall be taken by poll.