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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board intends to put forward to the Shareholders a proposal for the Articles Amendments in light of the implementation of the New CO.

The Articles Amendments will be subject to approval of the Shareholders by way of passing relevant special resolution(s) to be proposed at the EGM.

With effect from 3 March 2014, the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) was substantially superseded by the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**New CO**”). In response to the New CO, TLT Lottotainment Group Limited (the “**Company**”) proposes to amend its articles of association (the “**Articles Amendments**”) involving the adoption of the new articles of association (the “**New Articles**”) to replace the existing memorandum and articles of association (the “**Existing Articles**”) of the Company.

Accordingly, the board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to seek the approval of the shareholders (the “**Shareholders**”) of the Company by way of passing the special resolution(s) for the adoption of the New Articles to replace the Existing Articles at the forthcoming extraordinary general meeting (the “**EGM**”) of the Company.

The proposed major amendments as contemplated under the Articles Amendments include the following:

- (a) As the requirement for a company incorporated in Hong Kong to have a memorandum of association is abolished under the New CO, the New Articles will not include the memorandum of association.
- (b) As the shares in a company incorporated in Hong Kong, whether issued before or after the effective date of the New CO, shall have no nominal value, relevant amendments will be made in the New Articles to reflect the concept of abolition of nominal value.
- (c) With the abolition of the concept of authorised share capital, the various provisions contained in the Existing Articles containing references to “authorised capital” will be re-drafted or deleted as appropriate in the New Articles.

A circular containing further information in respect of among other matters, the proposed Articles Amendments and the re-election of Ms. Lin Yan Jenny and Mr. Liu Kwong Sang as the directors of the Company together with a notice of EGM will be despatched to the Shareholders as soon as practicable in compliance with the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”).

By Order of the Board
TLT Lottotainment Group Limited
Wu Wenbei
Executive Director

Hong Kong, 22 August 2014

As of the date hereof, the executive Directors of the Company are, Ms. Lin Yan Jenny and Mr. Wu Wenbei; and the independent non-executive Directors of the Company are, Ms. Lam Yuk Ying, Elsa, Mr. Liu Kwong Sang and Mr. Yiu Yuen Kai.

This announcement, 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 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 at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least seven days from the date of its posting and the Company’s website at <http://www.lottotainment.com.hk>.