

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 CONSTITUTIONAL DOCUMENTS AMENDMENTS;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of the Company to be held at Rm. A, 9/F, Fortis Tower, 77-79 Gloucester Rd., Wanchai, Hong Kong on Friday, 3 October 2014 at 12:30 p.m. is set out on pages 10 to 11 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.

8 September 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, a company incorporated in Hong Kong with limited liability, the issued shares of which are listed on GEM |
| “Constitutional Documents Amendments” | the amendments to the articles of association of the Company in light of the implementation of the New CO |
| “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 to approve, among other matters, (i) the re-election of Directors and (ii) the Constitutional Documents Amendments |
| “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 PRC |
| “Latest Practicable Date” | 4 September 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein |
| “New CO” | the Companies Ordinance (Chapter 622 of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time |
| “PRC” | the People’s Republic of China |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | ordinary share(s) in the share capital of the Company |
| “Shareholder(s)” | holder(s) of the Shares |

DEFINITIONS

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“HK\$”

Hong Kong dollars, the lawful currency of Hong Kong

“%”

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

8 September 2014

To Shareholders

Dear Sir or Madam,

**(1) PROPOSED CONSTITUTIONAL DOCUMENTS AMENDMENTS;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 22 August 2014. As disclosed in the announcement of the Company dated 22 August 2014, the Board intends to put forward to the Shareholders a proposal for the Constitutional Documents Amendments in light of the implementation of the New CO. The Constitutional Documents Amendments shall be subject to the approval of the Shareholders at the EGM.

Reference is also made to the announcement of the Company dated 23 May 2014. As disclosed in the announcement of the Company dated 23 May 2014, Ms. Lin Yan Jenny (“**Ms. Lin**”) has been appointed as an executive Director with effect from 23 May 2014 and Mr. Liu Kwong Sang (“**Mr. Liu**”) has been appointed as an independent non-executive Director, the chairman of the audit committee and the remuneration committee and member of the nomination committee with effect from 23 May 2014. Pursuant to Article 101 of the Existing Articles, Ms. Lin and Mr. Liu shall only hold office until the next general meeting of the Company and then be eligible to offer himself/herself for re-election at the EGM.

LETTER FROM THE BOARD

The purpose of this circular is to give you details in respect of, among other matters, (i) the proposed Constitutional Documents Amendments; (ii) the proposed re-election of Directors; and (iii) the notice of EGM.

PROPOSED CONSTITUTIONAL DOCUMENTS AMENDMENTS

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 CO. In response to the New CO, the Company proposes to amend its existing constitutional documents, which involves 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.

The proposed major amendments as contemplated under the Constitutional Documents 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 any 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; and
- (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.

The Board considers that the proposed Constitutional Documents Amendments are in the interests of the Company and its Shareholders as a whole. A special resolution will be proposed at the EGM for the Shareholders to approve the proposed Constitutional Documents Amendments.

Please also refer to Appendix I for a summary of the proposed Constitutional Documents Amendments.

PROPOSED RE-ELECTION OF DIRECTORS

Reference is made to the circular of the Company dated 11 April 2014 in relation to, among others, the annual general meeting of the Company held and convened on 20 May 2014 (the “**AGM**”). In accordance with the Articles, each of Ms. Lin and Mr. Liu would have retired from office at the AGM and being eligible, would offer herself/himself for re-election at the AGM.

LETTER FROM THE BOARD

Reference is made to the announcement of the Company dated 20 May 2014 in relation to, among others, the poll results of the AGM. The resolutions in respect of the election of Ms. Lin as executive Director and Mr. Liu as independent non-executive Director have not been passed by the Shareholders at the AGM and each of Ms. Lin and Mr. Liu has retired from the Board with effect from conclusion of the AGM accordingly.

On 23 May 2014, subsequent to the retirement of Ms. Lin and Mr. Liu from the Board as mentioned above, the Company announced, among other matters, that (i) Ms. Lin has been reappointed as an executive Director with effect from 23 May 2014; and (ii) Mr. Liu has been reappointed as an independent non-executive Director, the chairman of the audit committee and the remuneration committee and the member of the nomination committee with effect from 23 May 2014. It is also noted from the announcement of the Company dated 23 May 2014 that Ms. Lin has also been appointed as an authorised representative of the Company for the purpose of Rule 5.25(1) of the GEM Listing Rules with effect from 23 May 2014.

The Board is of the view that in light of difficulties for the Company to seek replacement within a short period of time, the reappointment of each of Ms. Lin and Mr. Liu was in the interests of the Company and the Shareholders as a whole. The Board further confirms that the reappointment was in compliance with the Articles and does not consider that the reappointment of Ms. Lin and Mr. Liu as Directors represents any defiance from the decisions of the Shareholders made at the AGM to disapprove the reelection of Ms. Lin and Mr. Liu as Directors. After considering the academic qualification, experiences and their understandings to the Company and also difficulties for the Company to seek replacement within a short period of time, the Board considered that the appointment of Ms. Lin as executive Director and Mr. Liu as independent non-executive Director were suitable and in the interests of the Company and the Shareholders as a whole.

Despite the aforesaid, the Company considers that it will be appropriate to allow the Shareholders to reconsider the appointment of Ms. Lin and Mr. Liu as Directors. Pursuant to Article 101 of the Existing Articles, Ms. Lin and Mr. Liu shall only hold office until the next general meeting of the Company and then be eligible to offer himself/herself for re-election at the EGM.

The biographical details of Ms. Lin and Mr. Liu are set out in Appendix II to this circular.

EGM

Set out on pages 10 to 11 is a notice convening the EGM to be held at Rm. A, 9/F, Fortis Tower, 77-79 Gloucester Rd., Wanchai, Hong Kong on Friday, 3 October 2014 at 12:30 p.m. at which relevant resolutions will be proposed to the Shareholders to consider and, if thought fit, approve the proposed Constitutional Documents Amendments and the proposed re-election of Directors and the transactions contemplated thereunder.

LETTER FROM THE BOARD

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 Constitutional Documents Amendments and the proposed re-election of Directors 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 Constitutional Documents Amendments and the proposed re-election of Directors are fair and reasonable and are 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 resolutions as set out in the notice of EGM.

ADDITIONAL INFORMATION

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

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

1. BACKGROUND FOR THE PROPOSED CONSTITUTIONAL DOCUMENTS AMENDMENTS

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 CO. In response to the New CO, the Company proposes to amend its existing constitutional documents, which involves the adoption of the New Articles to replace the existing memorandum of association and Existing Articles of the Company.

2. SUMMARY OF MAJOR AMENDMENTS AS CONTEMPLATED UNDER THE PROPOSED CONSTITUTIONAL DOCUMENTS AMENDMENTS

(a) Removal of the existing memorandum of association

Under the New CO, the objects clause (along with other provisions) included in the memorandum of association of a company is deemed to be contained in the articles of association. Also, the requirement for a company to have a memorandum of association is abolished and only articles of association are required.

In light of such change and for clarity, the Company proposes to pass a special resolution at the EGM to approve the proposed Constitutional Documents Amendments and to adopt the New Articles which, among other matters, do not include any objects clause contained in the existing memorandum of association of the Company, in substitution of the existing memorandum of association of the Company and the Existing Articles.

(b) Abolition of nominal value

Under the New CO, 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. In light of the above, the various provisions contained in the Existing Articles containing references to “par value”, “nominal value”, “nominal amount”, “share premium”, “share premium account” and “capital redemption reserve”, including but not limited to Articles 3 and 146, are redrafted or deleted as appropriate under the New Articles.

(c) Abolition of concept of authorised share capital

With the abolition of nominal value, the statement in the Company’s existing memorandum of association regarding the authorised share capital is deleted in the New Articles. Moreover, the various provisions contained in the Existing Articles containing references to “unissued shares” and “authorised capital” are re-drafted or deleted as appropriate under the New Articles.

Moreover, additional terms such as “fully paid up”, “issue price” and “partly paid up” will be included in the New Articles to reflect the changes as a result of the abolition of the concept of authorised share capital. Article 7 of the Existing Articles in relation to the increase in the authorised share capital, for instance, will be revised in the New Articles.

Set out below are the biographical details of Ms. Lin and Mr. Liu respectively

Ms. Lin Yan Jenny

Ms. Lin, aged 43, was appointed as an executive Director on 27 May 2013 and was retired as an executive Director with effect from the conclusion of the AGM on 20 May 2014. She was appointed as an authorised representative of the Company for the purpose of Rule 5.25(1) of the GEM Listing Rules on 2 October 2013 and ceased to act as an authorised representative upon her retirement as an executive Director on 20 May 2014. Ms. Lin is also a director of several subsidiaries of the Company. Save as disclosed above and as at the Latest Practicable Date, 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) since 17 August 2012, the shares of which have been listed on the Stock Exchange. Save as disclosed above and as at the Latest Practicable Date, 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 not entered into a service contract with the Company. In accordance with the Existing Articles, Ms. Lin is subject to retirement by rotation and re-election at the Company's general meetings. Ms. Lin will receive a Director's fee of HK\$25,000 per month which is determined with reference to her duties and responsibilities with the Company, the Company's performance and the prevailing market situation. The Director's fee for Ms. Lin will be reviewed annually by the Board with reference to her duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Mr. Liu Kwong Sang

Mr. Liu, aged 52, was appointed as an independent non-executive Director on 16 January 2014 and was retired as an independent non-executive Director with effect from the conclusion of the AGM on 20 May 2014. He was also the chairman of the audit committee and the remuneration committee and member of the nomination committee and he ceased to act as the chairman of the audit committee and the remuneration committee and member of the nomination committee of the Company upon his retirement as an independent non-executive Director on 20 May 2014. Save as disclosed above and as at the Latest Practicable Date, 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 (with honours) 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 has been and is currently the 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 National Culture Group Limited (中國國家文化產業集團有限公司) (stock code: 745) since 2004 and Dragonite International Limited (叁龍國際有限公司) (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 and as at the Latest Practicable Date, 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.

Mr. Liu has not entered into a service contract with the Company. In accordance with the Existing Articles, Mr. Liu is subject to retirement by rotation and re-election at the Company's general meetings. Mr. Liu will receive a Director's fee of HK\$10,000 per month which is determined 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.

Save as disclosed above and as at the Latest Practicable Date, each of Ms. Lin and Mr. Liu does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company (within the meaning of the GEM Listing Rules) and each of them has no interests in the Shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, there is no other information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules nor are there any other matters relating to the re-election that needs to be brought to the attention of the Shareholders and the Stock Exchange.

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 “Shareholders”) of TLT Lottotainment Group Limited (the “Company”) will be held at Rm. A, 9/F, Fortis Tower, 77–79 Gloucester Rd., Wanchai, Hong Kong on Friday, 3 October 2014 at 12:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTION

1. **THAT:**

- (a) “Ms. Lin Yan Jenny (“**Ms. Lin**”) be re-elected as an executive director of the Company.”
- (b) “Mr. Liu Kwong Sang (“**Mr. Liu**”) be re-elected as an independent non-executive director of the Company.”
- (c) “the board of directors of the Company be authorised to fix the remuneration of Ms. Lin and Mr. Liu as directors of the Company.”

SPECIAL RESOLUTION

2. **“THAT:**

- (a) the new articles of association (the “**New Articles**”) of the Company in the form of the document marked “**A**” and produced to the EGM and for the purpose of identification signed by the chairman of this meeting, be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing memorandum and articles of association of the Company with immediate effect; and
- (b) any one director of the Company be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of this special resolution and the transactions contemplated thereunder, including but not limited to the execution all

NOTICE OF EGM

such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the adoption of the New Articles and to agree with such variation, amendment or waiver as, in the opinion of the directors of the Company, is in the interests of the Company and its Shareholders as a whole.”

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

Hong Kong, 8 September 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 Limited 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).
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 they 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 Company at <http://www.lottotainment.com.hk> and on the “Latest Company Announcements” page of the GEM website at 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.