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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)**

### **NOTICE OF EGM**

**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 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](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.

*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>.*