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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE AND CHANGE IN USE OF PROCEEDS

PLACING AGENT



中辰證券有限公司

China Times Securities Limited

The Board announces that the condition of the Placing has been fulfilled and the Completion of the Placing took place on 25 June 2013.

13,110,000 Placing Shares have been successfully placed to not less than six Placées at the Placing Price of HK\$0.60 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

The Board further announces that it has resolved to change the use of net proceeds of the Placing of approximately HK\$7.60 million in the manner as set out in this announcement.

Reference is made to the announcement (the “Announcement”) of the Company dated 11 June 2013 in relation to the Placing. Capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement unless otherwise stated.

COMPLETION OF THE PLACING

The Board announces that the condition of the Placing has been fulfilled and the Completion of the Placing took place on 25 June 2013. An aggregate of 13,110,000 Placing Shares have been successfully placed to not less than six Placees at the Placing Price of HK\$0.60 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Placees and their beneficial owners are Independent Third Parties. None of the Placees became a substantial shareholder (as defined in the GEM Listing Rules) as a result of the Placing.

CHANGE IN USE OF PROCEEDS

The Board further announces that it has resolved to change the use of net proceeds of the Placing of approximately HK\$7.60 million in the manner as set out in this announcement.

It was disclosed in the Announcement that the estimated net proceeds, after the deduction of the estimated expenses in relation to the Placing will be approximately HK\$7.60 million. The net proceeds from the Placing of HK\$6 million are intended to be used for repayment of the New Loan Facility and the remaining balances will be used for the Group's general working capital.

Nonetheless, the Board is of the view that it would be more appropriate for the Company to retain additional amount from the net proceeds for the purpose of the Group's general working capital. The Board has resolved to change the application of the net proceeds of approximately HK\$7.60 million as follow:

- (a) HK\$5 million for repayment of the New Loan Facility; and
- (b) Approximately HK\$2.6 million for the Group's general working capital.

The Board confirms that apart from the change in the use of the net proceeds from the Placing as stated above, there is no other change in relation to the Placing of New Shares under General Mandate.

To the best knowledge and belief of the directors, the directors, including the independent non-executive directors, consider that the change in the use of the net proceeds from is fair and reasonable and in the interests of the Company and its shareholders as a whole.

SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) immediately before Completion of the Placing; and (ii) immediately after Completion of the Placing is as follows:

Name of Shareholder	As at the date of this Announcement		Immediately after Completion of the Placing	
	No. of Shares	% (approx.)	No. of Shares	% (approx.)
Mr. Chong Chi	20,033,000	10.17	20,033,000	9.54
Placees	–	–	13,110,000	6.24
Other Shareholders	176,908,339	89.83	176,908,339	84.22
Total	<u>196,941,339</u>	<u>100.00</u>	<u>210,051,339</u>	<u>100.00</u>

By order of the Board
TLT Lottotainment Group Limited
Yip Man Yi
Executive Director

Hong Kong, 25 June 2013

As of the date of this announcement, the executive Directors of the Company are Mr. Wu Wenbei, Ms. Lin Yan Jenny, Ms. Yip Man Yi, Mr. Chan Yun Fai and Mr. Au Yeung Yiu Chung; the non-executive director of the Company is Mr. Lau Kin Hon; and the independent non-executive directors of the Company are Mr. Lau Shu Yan, Mr. Chiu Koon Shou and Mr. Li Kwok Chu.

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>.