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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) RESULTS OF THE OPEN OFFER AND THE BONUS ISSUE AND (2) ADJUSTMENTS IN RELATION TO THE SHARE OPTIONS AND THE CONVERTIBLE NOTES**

The Board is pleased to announce that the Open Offer has become unconditional on 16 December 2013.

As at 4:00 p.m. on Thursday, 12 December 2013, being the latest time for acceptance of and payment for the Offer Shares, a total of 6 valid acceptances of Offer Shares have been received for a total of 36,890,508 Offer Shares, representing approximately 26.34% of the total number of the Offer Shares available for subscription under the Open Offer.

The share certificates for the Offer Shares and the Bonus Shares will be despatched to the addresses of the applicants (as shown on the register of members of the Company) by ordinary post on Friday, 20 December 2013 at the relevant Shareholders' own risks.

Subject to the allotment and issue of the Offer Shares, on the basis of three (3) Bonus Shares for every two (2) Offer Shares taken up under the Open Offer, a total of 210,051,339 Bonus Shares will be allotted and issued to the first registered holder of the Offer Shares.

Dealings in the Offer Shares and the Bonus Shares are expected to commence on the GEM at 9:30 a.m. on Monday, 23 December 2013.

Reference is made to the prospectus (the "**Prospectus**") of the Company dated 28 November 2013. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Prospectus.

## RESULTS OF THE OPEN OFFER AND THE BONUS ISSUE

The Board is pleased to announce that the Open Offer has become unconditional on 16 December 2013.

As at 4:00 p.m. on Thursday, 12 December 2013, being the latest time for acceptance of and payment for the Offer Shares, a total of 6 valid acceptances of Offer Shares have been received for a total of 36,890,508 Offer Shares, representing approximately 26.34% of the total number of the Offer Shares available for subscription under the Open Offer.

As a result of the under-subscription of the Open Offer, the Underwriters are required to subscribe or procure subscription for the untaken 103,143,718 Offer Shares, representing approximately 73.66% of the total number of Offer Shares available for subscription under the Open Offer. In this regard, pursuant to the Underwriting Agreement, the Underwriters have procured subscribers, who are independent parties and not connected with any of the Directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or any of their respective associates (as defined under the GEM Listing Rules), to subscribe for the untaken 103,143,718 Offer Shares.

## THE BONUS SHARES

Subject to the allotment and issue of the Offer Shares, on the basis of three (3) Bonus Shares for every two (2) Offer Shares taken up under the Open Offer, a total of 210,051,339 Bonus Shares will be allotted and issued to the first registered holder of the Offer Shares.

## SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge and information, the shareholding structure of the Company immediately before and after completion of the Open Offer with the Bonus Issue is as follows:

Shareholder	Immediately before completion of the Open Offer with the Bonus Issue		Immediately after completion of the Open Offer with the Bonus Issue	
	<i>No. of Shares</i>	<i>Approx. percentage (%)</i>	<i>No. of Shares</i>	<i>Approx. percentage (%)</i>
Chong Chin	17,180,000	8.18	17,180,000	3.07
Lin Rong Zhen	10,681,000	5.08	10,681,000	1.91
Underwriters, and/or the subscribers to be procured by Underwriters	–	–	257,859,295	46.03
Other public Shareholders	182,190,339	86.74	274,416,609	48.99
	<u>210,051,339</u>	<u>100.00</u>	<u>560,136,904</u>	<u>100.00</u>

## DESPATCH OF SHARE CERTIFICATES AND COMMENCEMENT OF DEALINGS IN THE OFFER SHARES AND THE BONUS SHARES

The share certificates for the Offer Shares and the Bonus Shares will be despatched to the addresses of the applicants (as shown on the register of members of the Company) by ordinary post on Friday, 20 December 2013 at the relevant Shareholders' own risks.

Dealings in the Offer Shares and the Bonus Shares are expected to commence on the GEM at 9:30 a.m. on Monday, 23 December 2013.

## ADJUSTMENTS IN RELATION TO THE SHARE OPTION AND THE CONVERTIBLE NOTES

### Share Options

Upon the completion of the Open Offer (with Bonus Issue), the exercise prices and number of Shares to be issued under the outstanding Share Options will be adjusted pursuant to the terms of the share option schemes of the Company and the supplementary guidance issued by the Stock Exchange. The adjusted exercise price of and the adjusted number of Shares to be issued under the outstanding Share Options are as follows:

<b>Date of grant</b>	<b>Exercise price per Share before completion of the Open Offer (with Bonus Issue)</b>	<b>Number of Shares to be issued upon exercise of Share Options before completion of the Open Offer (with Bonus Issue)</b>	<b>Adjusted exercise price per Share Option after completion of the Open Offer (with Bonus Issue)</b>	<b>Adjusted number of Shares to be issued upon exercise of Share Options after completion of the Open Offer (with Bonus Issue)</b>
29 June 2009	HK\$37.80	24,390	HK\$29.13	31,652
4 June 2010	HK\$20.88	121,948	HK\$16.09	158,257

The Company's auditors has carried out certain agreed upon procedures in accordance with Hong Kong Standard on Related Services 4400 "Engagements to Perform Agreed-Upon Procedures Regarding Financial Information" issued by the Hong Kong Institute of Certified Public Accountants in respect of the adjustments to the exercise prices of and the number of new Shares that can be subscribed for under the outstanding Share Options and issued a report of factual findings to the Board stating that the calculations of the adjustments are arithmetically accurate and have satisfied the requirements set out in Rule 23.03(13) of the GEM Listing Rules.

## **Convertible Notes**

Pursuant to the terms of the Convertible Notes, the conversion price of the Convertible Notes will be adjusted from HK\$0.50 per Share to HK\$0.39 per Share as a result of the Open Offer (with Bonus Issue).

By Order of the Board of  
**TLT Lottotainment Group Limited**  
**Lin Yan Jenny**  
*Executive Director*

Hong Kong, 19 December 2013

*As of the date hereof, the executive Directors of the Company are Mr. Wu Wenbei, Ms. Lin Yan Jenny, Mr. Wong Chun Hung and Mr. Au Yeung Yiu Chung; and the independent non-executive Directors of the Company are Mr. Lau Shu Yan, Mr. Ho Kenneth Kai Chung and Ms. Lam Yuk Ying, Elsa.*

*This announcement, for which the Directors of the Company 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 of the Company, 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 [www.hkgem.com](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>.*