

APPENDIX 5

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name : **TLT Lottotainment Group Limited**

Stock code (ordinary shares) : **8022**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 19 December 2013.

A. General

Place of incorporation : Hong Kong

Date of initial listing on GEM : 13 August 2001

Name of Sponsor(s) : N/A

Names of directors : *Executive Directors*
(please distinguish the status
of the directors – Executive,
Non-Executive or Independent
Non-Executive)
Mr. Wu Wenbei
Ms. Lin Yan Jenny
Mr. Wong Chun Hung
Mr. Au Yeung Yiu Chung

Independent Non-Executive Directors
Mr. Lau Shu Yan
Mr. Ho Kenneth Kai Chung
Ms. Lam Yuk Ying, Elsa

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Name	Number of Shares	Approximate Percentage of Shareholding in the Company (%)
	:	N/A	
Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company	:	N/A	
Financial year end date	:	31 December	
Registered address	:	Room A, 9th Floor, Fortis Tower 77–79 Gloucester Road Wanchai, Hong Kong	
Head office and principal place of business	:	Room A, 9th Floor, Fortis Tower 77–79 Gloucester Road Wanchai, Hong Kong	
Web-site address (if applicable)	:	www.lottotainment.com.hk	
Share registrar	:	Hong Kong Registrars Limited Shops 1712–1716, 17th Floor Hopewell Centre, 183 Queen’s Road East Wanchai, Hong Kong	
Auditors	:	Elite Partners CPA Limited Certified Public Accountants (Practising) Suites 921-921A, 9/F., Star House 3 Salisbury Road, Tsim Sha Tsui Kowloon, Hong Kong	

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company and its subsidiaries are principally engaged in the provision of travel agent services, advertising and marketing services and trading of securities.

C. Ordinary shares

Number of ordinary shares in issue	:	560,136,904
Par value of ordinary shares in issue	:	HK\$0.5
Board lot size (in number of shares)	:	3,000 shares
Name of other stock exchange(s) on which ordinary shares are also listed	:	N/A

D. Warrants

Stock code	:	N/A
Board lot size	:	N/A
Expiry date	:	N/A
Exercise price	:	N/A
Conversion ratio <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	:	N/A
No. of warrants outstanding	:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	:	N/A

E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

Share Option Scheme:

Date of grant	Number of share options outstanding	Exercise price	Validity period
29 June 2009	31,652	HK\$29.13	29 June 2009 to 28 June 2019
4 June 2010	158,257	HK\$16.09	4 June 2010 to 3 June 2020

Convertible Notes:

On 28 March 2011, convertible notes in principal amount of HK\$60,000,000 were issued by the Company (the “Convertible Note”), HK\$31,920,000 of which was converted into 114,000,000 new shares of the Company.

An extraordinary general meeting held on 28 March 2013 have approved (1) the maturity date of the outstanding Convertible Note with principal amount of HK\$28,080,000 has been extended for one year until 28 March 2014; (2) the Convertible Note bear interest on the outstanding principal amount at the rate of 2% per annum; (3) the conversion price will be changed to HK\$0.5 for each conversion shares; and (4) the maximum conversion shares can be allotted and issued under the specific mandate upon exercise of the conversion right has changed to 56,160,000 conversion shares subject to the conversion restriction and public float restriction. All of the above changes have been effective from 28 March 2013. Details have been disclosed on the announcement dated 8 January 2013, 1 March 2013 and 28 March 2013 and the circular date 13 March 2013.

As the date of this Company Information Sheet, the number of new shares of the Company to be issued upon full conversion of the outstanding Convertible Notes is 72,000,000 at the conversion price of HK\$0.39.

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Mr. Wu Wenbei

Ms. Lin Yan Jenny

Mr. Wong Chun Hung

Mr. Au Yeung Yiu Chung

Mr. Lau Shu Yan

Mr. Ho Kenneth Kai Chung

Ms. Lam Yuk Ying, Elsa