

## APPENDIX 5

### FORMS RELATING TO LISTING

#### Form F

#### The Growth Enterprise Market (GEM)

#### Company Information Sheet

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

**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 28 October 2010.

#### 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 Director:*  
Wong Wai Sing (*Chairman*)  
Cheung Man Yau, Timothy  
Chan Kin Yip  
Cheng Wing Hong

*Independent Non-Executive Director:*  
Fung Wai Shing  
Sung Wai Tak, Herman  
Wong Lit C4hor, Alexis

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	<b>Shareholder of ordinary shares</b>	<b>No. of share</b>	<b>Approximate percentage of holding</b>

: N/A (*Note 1*)

*Note:*

1. Mr. Wong Wai Sing, the Chairman and Executive Director of the Company, (“Mr Wong”) owns 71,350,000 shares of the Company under the name of Shiny Galaxy Enterprises Limited (“Shiny Galaxy”). Shiny Galaxy, which directly holds 71,350,000 shares, is wholly owned by Mr. Wong. By virtue of Part XV of the SFO, Mr. Wong is deemed to be interested in these 71,350,000 shares. However, neither Mr Wong nor Shiny Galaxy is a substantial shareholder (as defined in rule 1.01 of the GEM Listing Rules) of the Company as they only own approximately 9.02% of the issued share capital of the Company.

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)	: <a href="http://www.lottotainment.com.hk">www.lottotainment.com.hk</a>
----------------------------------	--

Share registrar	: Hong Kong Registrars Limited Shops 1712-1716, 17th Floor Hopewell Centre 183 Queen’s Road East Hong Kong
-----------------	---

Auditors	: Ting Ho Kwan & Chan Certified Public Accountants (Practising) 9th Floor, Tung Ning Building 249 – 253 Des Voeux Road, Central Hong Kong
----------	---

## **B. Business activities**

The principle business activities of the Company and its subsidiaries include provision of lottery-based mobile online game recharging services, internet e-gaming, rendering of travel agent services, entertainment, programme production, events organization, and operation of an artist training school.

## **C. Ordinary shares**

Number of ordinary shares in issue	:	791,424,242
Par value of ordinary shares in issue	:	HK\$0.010
Board lot size (in number of shares)	:	2000
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:

*Share Option Scheme:*

<b>Date of grant</b>	<b>Number of share options outstanding</b>	<b>Exercise price</b>	<b>Validity period</b>
29 June 2009	9,800,000	HK\$0.614	29 June 2009 to 28 June 2019
4 June 2010	23,500,000	HK\$0.34	4 June 2010 to 3 June 2020

## 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 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:

---

Cheng Wing Hong

---

Wong Wai Sing  
by his lawful attorney, Cheng Wing Hong

---

Cheung Man Yau, Timothy  
by his lawful attorney, Cheng Wing Hong

---

Chan Kin Yip  
by his lawful attorney, Cheng Wing Hong

---

Fung Wai Shing  
by his lawful attorney, Cheng Wing Hong

---

Sung Wai Tak, Herman  
by his lawful attorney, Cheng Wing Hong

---

Wong Lit Chor, Alexis  
by his lawful attorney, Cheng Wing Hong