

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



TLT LOTTOTAINMENT GROUP LIMITED

彩娛集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 8022)

SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO PLACING OF EXISTING SHARES AND SUBSCRIPTION FOR NEW SHARES UNDER THE GENERAL MANDATE

Amendment Agreement to Placing Agreement

After trading hours on 19 January 2011, the Vendor, the Company and the Placing Agent entered into the Amendment Agreement to Placing Agreement pursuant to which the Placing Price of HK\$0.32 per Placing Share has been amended, modified, supplemented and superseded by the New Placing Price of HK\$0.295 per Placing Share.

Save and except the change and adjustment of the Placing Price to New Placing Price, all the terms and conditions of the Placing Agreement remain the same and unaffected.

Amendment Agreement to Subscription Agreement

After trading hours on 19 January 2011, the Vendor and the Company entered into the Amendment Agreement to Subscription Agreement pursuant to which the Subscription Price of HK\$0.32 per Subscription Share has been amended, modified, supplemented and superseded by the New Subscription Price of HK\$0.295 per Subscription Share.

Save and except the change and adjustment of the Subscription Price to New Subscription Price, all the terms and conditions of the Subscription Agreement remain the same and unaffected.

Further announcement will be made by the Company upon completion of the Placing and the Subscription.

Reference is made to the announcement of the Company dated 18 January 2011 (the “**Placing and Subscription Announcement**”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Placing and Subscription Announcement.

Amendment Agreement to Placing Agreement

After trading hours on 19 January 2011, the Vendor, the Company and the Placing Agent entered into the Amendment Agreement to Placing Agreement pursuant to which the Placing Price of HK\$0.32 per Placing Share has been amended, modified, supplemented and superseded by the New Placing Price of HK\$0.295 per Placing Share.

Save and except the change and adjustment of the Placing Price to New Placing Price, all the terms and conditions of the Placing Agreement remain the same and unaffected.

New Placing Price

The New Placing Price of HK\$0.295 represents no discount to the closing price of HK\$0.295 per Share as quoted on the Stock Exchange on 19 January 2011, being the date of the Amendment Agreement to the Placing Agreement, and a discount of approximately 2.64% to the average closing price of HK\$0.303 per Share as quoted on the Stock Exchange during the five trading days immediately preceding and including 19 January 2011, being the date of the Amendment Agreement to Placing Agreement.

The New Placing Price was determined with reference to the prevailing market prices of the Shares and was fixed following arm’s length negotiation between the Company and the Placing Agent on the date of the Amendment Agreement to Placing Agreement.

Amendment Agreement to Subscription Agreement

After trading hours on 19 January 2011, the Vendor and the Company entered into the Amendment Agreement to Subscription Agreement pursuant to which the Subscription Price of HK\$0.32 per Subscription Share has been amended, modified, supplemented and superseded by the New Subscription Price of HK\$0.295 per Subscription Share.

Save and except the change and adjustment of the Subscription Price to New Subscription Price, all the terms and conditions of the Subscription Agreement remain the same and unaffected.

The New Subscription Price is HK\$0.295 per Subscription Share. The New Subscription Price is the same as the New Placing Price and was determined after arm’s length negotiation between the Company and the Vendor with reference to the New Placing Price.

USE OF PROCEEDS

The maximum gross proceeds and net proceeds (after deducting the placing agent commission and other expenses incurred in the Placing and the Subscription) from the Subscription are expected to be HK\$18,880,000 and HK\$18,240,000, respectively. The Company intends to use the net proceeds from the Subscription for financing possible future investments which may include the acquisition of up to 30% issued share capital of Galaxy Mount International Limited or acquisition of not less than 20% issued share capital of a company engaged in the organization, production or management of stage drama in Mainland China and Asian region as announced by the Company on 16 December 2010 and 10 January 2011 respectively should such transactions are consummated, repayment of bank and other borrowings and/or for general working capital purposes of the Group. The net proceeds raised per Share upon completion of the Placing and the Subscription will be approximately HK\$0.285 per Share.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The following are the details of the fund raising activities of the Company in the 12 months immediately preceding the date of this announcement:–

Date of announcement	Fund raising activity	Net proceeds raised	Intended use of proceeds	Actual use of the proceeds
8 September 2010	Top-up placing of 66,000,000 Shares	Approximately HK\$19,200,000	For the general working capital of the Group	HK\$15,000,000 out of the net proceeds was used for acquisition of 51% equity interest in Fountain City Holdings Limited, details of which are set out in the announcements of the Company dated 15 September 2010, 7 October 2010 and 22 October 2010, and the remaining balance of approximately HK\$4,200,000 was used as general working capital of the Group as announced on 26 October 2010 by the Company

Date of announcement	Fund raising activity	Net proceeds raised	Intended use of proceeds	Actual use of the proceeds
30 December 2010	Top-up placing of 94,000,000 Shares	Approximately HK\$29,500,000	For financing possible future investments which may include the acquisition of up to 30% issued share capital of Galaxy Mount International Limited as announced by the Company on 16 December 2010 should such transaction is consummated, repayment of bank and other borrowings and/or for general working capital purposes of the Group.	HK\$12,500,000 and HK\$2,500,000 out of the net proceeds was used as refundable deposit and earnest money for possible acquisitions of up to 30% issued share capital of Galaxy Mount International Limited and not less than 20% issued share capital of a company which engaged in the organisation, production and management of stage drama in Mainland China and Asian region, detail of which are set out in the announcements of the Company dated 16 December 2010, 6 January 2011 and 10 January 2011, respectively. Approximately HK\$11,000,000 and HK\$1,400,000 have been used for repayment of other borrowings and payment of operating expenses of the Group respectively and the remaining balance has not yet been utilized and the same will be applied as general working capital of the Group as set out in the announcement of the Company dated 30 December 2010.

Save and except for the above, the Company has not conducted any fund raising activities in the 12 months immediately preceding the date of this announcement.

EFFECT ON SHAREHOLDING STRUCTURE

The adjustment in relation to the New Placing Price and New Subscription Price shall not affect the disclosure made by the Company in the Placing and Subscription Announcement in relation to the expected changes in the share capital and shareholding structure of the Company resulting from the Placing and the Subscription.

GENERAL

Further announcement will be made by the Company upon completion of the Placing and the Subscription.

DEFINITION

“Amendment Agreement to Placing Agreement”	the Amendment Agreement to Placing Agreement dated 19 January 2011 and entered into between the Vendor, the Company and the Placing Agent to amend, modify and supplement the Placing Agreement
“Amendment Agreement to Subscription Agreement”	the Amendment Agreement to Subscription Agreement dated 19 January 2011 and entered into between the Vendor and the Company to amend, modify and supplement the Subscription Agreement
“New Placing Price”	HK\$0.295 per Placing Share
“New Subscription Price”	HK\$0.295 per Subscription Share
“Placing and Subscription Announcement”	the announcement of the Company dated 18 January 2011 in relation to the placing of existing shares and subscription for new shares under general mandate

By order of the board of
TLT Lottotainment Group Limited
Wong Wai Sing
Chairman

Hong Kong, 19 January 2011

As of the date hereof, the executive directors of the Company are Mr. Wong Wai Sing, Mr. Cheung Man Yau, Timothy, Mr. Chan Kin Yip, Mr. Cheng Wing Hong and Mr. Lai Chun Hung; the independent non-executive directors of the Company are Mr. Sung Wai Tak, Herman, Mr. Wong Lit Chor, Alexis and Mr. Fung Wai Shing.

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 in this announcement or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website for at least 7 days from the date of its posting and on the website of the Company at <http://www.lottotainment.com.hk>.