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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 EXISTING SHARES AND SUBSCRIPTION FOR NEW SHARES UNDER GENERAL MANDATE**

The Board is pleased to announce that completion of the Placing took place on 24 January 2011 where a total of 64,000,000 Placing Shares beneficially owned by the Vendor were placed to not less than six Placees at the New Placing Price of HK\$0.295 per Placing Share.

The Board is also pleased to announce that all the conditions of the Subscription Agreement (including the Amendment Agreement to Subscription Agreement) have been fulfilled and the Subscription was completed on 25 January 2011 where 64,000,000 Subscription Shares were allotted and issued to the Vendor. The Company received net proceeds of approximately HK\$18,220,000 from the Subscription.

Reference is made to the announcement of the Company dated 18 January 2011 and the supplemental announcement dated 19 January 2011 respectively (collectively, the “**Placing Announcements**”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Placing Announcements.

The Board is pleased to announce that completion of the Placing took place on 24 January 2011 where a total of 64,000,000 Placing Shares beneficially owned by the Vendor were placed to not less than six Placees, who are independent of and not connected with the Company, the Vendor, the Directors, chief executive and substantial shareholders (as defined in the GEM Listing Rules) of the Company, its Subsidiaries and their respective associates (as defined in the GEM Listing Rules), at the New Placing Price of HK\$0.295 per Placing Share.

The Board is also pleased to announce that all the conditions of the Subscription Agreement (including the Amendment Agreement to Subscription Agreement) have been fulfilled and the Subscription was completed on 25 January 2011 where 64,000,000 Subscription Shares were allotted and issued to the Vendor at the New Subscription Price of HK\$0.295 per Subscription Share (which is equivalent to the New Placing Price) pursuant to the General Mandate. The Company received net proceeds of approximately HK\$18,220,000 from the Subscription. The net proceeds per Share is approximately HK\$0.285.

The following table sets out the shareholding structure of the Company prior to and upon completion of the Placing and the Subscription:

	Notes	Shareholding as at the date of the Placing Announcements		Shareholding immediately after completion of the Placing but before completion of the Subscription		Shareholding immediately after completion of the Placing and the Subscription	
		No. of Shares	Approx. %	No. of Shares	Approx. %	No. of Shares	Approx. %
<b>Substantial Shareholders and Directors</b>							
The Vendor		100,306,000	11.26	36,306,000	4.08	100,306,000	10.51
Shiny Galaxy Enterprises Limited	1	350,000	0.04	350,000	0.04	350,000	0.04
Chan Kin Yip	2	1,000,000	0.11	1,000,000	0.11	1,000,000	0.10
Non-Public Subtotal		101,656,000	11.41	37,656,000	4.23	101,656,000	10.65
<b>Public Shareholders</b>							
The Placees		–	–	64,000,000	7.19	64,000,000	6.71
Other Public		788,768,242	88.59	788,768,242	88.58	788,768,242	82.64
Public Subtotal		788,768,242	88.59	852,768,242	95.77	852,768,242	89.35
Total		890,424,242	100.00	890,424,242	100.00	954,424,242	100.00

Notes:

1. Shiny Galaxy Enterprises Limited is beneficially owned as to 100% by Mr. Wong Wai Sing, the chairman of the Company and an executive Director.
2. Mr. Chan Kin Yip is an executive Director.

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

Hong Kong, 25 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>.*