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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)

SUPPLEMENTAL AGREEMENT IN RELATION TO DISCLOSEABLE TRANSACTION INVOLVING ISSUE OF CONSIDERATION SHARES UNDER A SPECIFIC MANDATE

Reference is made to the announcement of the Company dated 16 February 2011.

The Board announced that on 22 February 2011 (after trading hours), the Company and the Vendors entered into a supplemental agreement to the Sale and Purchase Agreement, pursuant to which the Company and the Vendors agree that the Call Option Price shall not exceed HK\$55 million.

As the applicable percentage ratios as defined in the GEM Listing Rules for each of the Put Option and Call Option are more than 5% but less than 25%, the exercise of the Put Option or the Call Option constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules.

In the event that the Put Option or the Call Option shall lapse and/or be exercised or any variation to the terms and price of the Put Option or the Call Option, further announcement will be made pursuant to the GEM Listing Rules.

Reference is made to the announcement of the Company dated 16 February 2011 (the “**Announcement**”). Unless the context otherwise requires, terms used in this announcement shall have the same meaning as defined in the Announcement.

As announced in the Announcement, the Company and the Vendors entered into the Sale and Purchase Agreement, which contains, among other things, that (i) the Company may exercise the Put Option at its sole discretion; and (ii) if the Company has not exercised the Put Option or the Put Option lapses, the Vendors may exercise the Call Option at the Vendors’ discretion.

The Board announced that on 22 February 2011 (after trading hours), the Company and the Vendors entered into a supplemental agreement (the “**Supplemental Agreement**”) to supplement the terms and conditions of the Sale and Purchase Agreement. Under the Supplemental Agreement, the Company and the Vendors agree to include an additional term to the Call Option Deed that the Call Option Price shall not exceed HK\$55 million and in the event that the Call Option Price exceeds HK\$55 million or the exercise of the Call Option triggers any requirement under the GEM Listing Rules, the Vendors shall not exercise the Call Option unless and until the Company has complied with all the relevant GEM Listing Rules in relation to the reporting, publication and shareholders’ approval requirement (if required) at the time of exercising the Call Option.

Save for the above, all other terms and conditions in the Sale and Purchase Agreement shall remain unchanged.

As the applicable percentage ratios as defined in the GEM Listing Rules for each of the Put Option and Call Option are more than 5% but less than 25%, the exercise of the Put Option or the Call Option constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules.

In the event that the Put Option or the Call Option shall lapse and/or be exercised or any variation to the terms and price of the Put Option or the Call Option, further announcement will be made pursuant to the GEM Listing Rules.

By order of the Board
TLT Lottotainment Group Limited
Cheung Man Yau, Timothy
Chief Executive Officer and Executive Director

Hong Kong, 22 February 2011

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

This announcement, for which the Directors 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, 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 and this announcement misleading or deceptive.

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