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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of TLT Lottotainment Group Limited (the “**Company**”) will be held at 10:00 a.m. on Wednesday, 23 March 2011 at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (A) the agreement (“**Agreement**”) dated 15 February 2011 entered into between the Company and the PN Holder (as defined in the circular of the Company dated 7 March 2011 (“**Circular**”), a copy of which is marked “**A**” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting) in respect of the Proposed PN Restructuring (as defined in the Circular) be and is hereby approved;
- (B) subject to the Completion (as defined in the Circular), the creation and issue of the Convertible Note (as defined in the Circular), a draft of which is marked “**B**” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting, on and subject to the terms and conditions of the Agreement be and are hereby approved and the allotment and issue of the Conversion Shares (as defined in the Convertible Note) upon exercise of the conversion rights attaching to the Convertible Note in accordance with the terms and conditions of the Convertible Note be and are hereby approved; and

(C) all other transactions contemplated under the Agreement (including the issue of the New Promissory Note (as defined in the Circular)) be and are hereby approved and the directors of the Company be and are hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as they consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Agreement, the issue of the New Promissory Note, the creation and issue of the Convertible Note and the allotment and issue of the Conversion Shares upon exercise of the convertible rights attaching to the Convertible Note in accordance with the terms and conditions of the Convertible Note, and to agree to such variation, amendments or waivers or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Agreement) as are, in the opinion of the directors of the Company, in the interest of the Company and its shareholders as a whole.”

By Order of the Board
TLT Lottotainment Group Limited
Wong Wai Sing
Chairman

Hong Kong, 7 March 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>.