

## 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 (the "Stock Exchange") take 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. 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. 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 13 April 2011

#### 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  
Lai Chun Hung

Independent Non-Executive Director:  
Fung Wai Shing  
Sung Wai Tak, Herman  
Wong Lit Chor, 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 share holding</b>
	: LUK Wing Kwong, Quintin	203,184,000	17.49%

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) : www.lottotainment.com.hk

Share registrar : Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre,  
183 Queen's Road East, Hong Kong

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

**B. Business activities**

*The Company and its subsidiaries are principally engaged in the provision of internet e-gaming, rendering of travel agent services, entertainment programme production, events organization, TV-series production and operation of an artist training school.*

**C. Ordinary shares**

Number of ordinary shares in issue : 1,161,424,242

Par value of ordinary shares in issue : HK\$0.01

Board lot size (in number of shares) : 2,000

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 : N/A  
*(Not applicable if the warrant is denominated in dollar value of conversion right)*

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:

Date of grant	Number of share options outstanding	Exercise price	Validity period
29 June 2009	8,000,000	HK\$0.614	29 June 2009 to 28 June 2019
4 June 2010	17,500,000	HK\$0.34	4 June 2010 to 3 June 2020

Convertible Notes:

On 28 March 2011, convertible notes in principal amount of HK\$60,000,000 were issued to Premier Capital Enterprises Limited, HK\$29,960,000 of which was converted into 107,000,000 new shares of the Company. As at the date of this Company Information Sheet, the number of new shares of the Company to be issued upon full conversion of the outstanding convertible notes is 107,285,714 shares at the conversion price of HK\$0.28.

**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 or deceptive 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 Stock Exchange against all liability incurred and all losses suffered by the Stock Exchange in connection with or relating to the Information.

Signed:

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Chan Kin Yip

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Wong Wai Sing  
by his lawful attorney, Chan Kin Yip

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Cheung Man Yau, Timothy  
by his lawful attorney, Chan Kin Yip

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Lai Chun Hung  
by his lawful attorney, Chan Kin Yip

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Sung Wai Tak, Herman  
by his lawful attorney, Chan Kin Yip

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Wong Lit Chor, Alexis  
by his lawful attorney, Chan Kin Yip

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Fung Wai Shing  
by his lawful attorney, Chan Kin Yip