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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)**

### **ADDENDUM TO THE TERMINATION AGREEMENT IN RELATION TO THE ACQUISITION OF 25% ISSUED SHARE CAPITAL OF GALAXY MOUNT INTERNATIONAL LIMITED**

Reference is made to the announcements (the “**Announcements**”) of TLT Lottotainment Group Limited (the “**Company**”) dated 27 April 2011 (the “**Acquisition Announcement**”), 13 June 2011 and 5 August 2011 (the “**Termination Announcement**”) in respect of, among other things, the acquisition of 25% issued share capital of Galaxy Mount International Limited and the entering into of a termination agreement to terminate such acquisition, respectively. Terms used herein shall have the same meanings as those defined in the Announcements unless they are otherwise defined.

The Board would like to clarify that, pursuant to the terms of the Agreement and as set out in the Acquisition Announcement, if the conditions precedent of the Agreement are not fulfilled or waived (as the case may be) at or before 5:00 p.m. on the Long Stop Date, the Agreement shall lapse and the Vendor shall return the Deposits to the Company within five Business Days (i.e. on or before 10 October 2011, the “**Repayment Date**”). Moreover, as stated in the Termination Announcement, since both the Company and the Vendor expected that prolong time would be required to obtain the Relevant Financial Information to be included in the circular of the Company in relation to the Acquisition and the Company was still in the course of carrying out the due diligence exercise, it was anticipated that not all conditions precedent of the Agreement could be satisfied by the Long Stop Date. On such basis, the Company and the Vendor mutually agreed to terminate the Agreement by entering into the Termination Agreement and the Termination Announcement was issued by the Company on 5 August 2011 to inform the Shareholders of the Termination accordingly. In order to pursue the arrangement under the Agreement in respect of the return of the Deposits, on 12 August 2011, the Company and the Vendor entered into an addendum to the Termination Agreement (the “**Addendum**”) whereby the parties thereto confirmed that (i) the Deposits (which bear no interest) shall be returned to the Company in full on or before the Repayment Date; and (ii) where the Deposits are not returned to the Company in full on or before the Repayment Date, without prejudice to

other legal rights that the Company may have, the parties shall further negotiate and, subject to mutual agreement, enter into a separate agreement to sort out the deferred repayment arrangement (the “**Deferral Agreement**”).

The Directors consider that given the Deposits (which form part of the Consideration of the Acquisition) shall be returned to the Company in full within five Business Days from the Long Stop Date which is in accordance with the original arrangement of the Agreement in relation to the return of the Deposits by the Vendor and that the parties shall further negotiate and, subject to mutual agreement, the Company and the Vendor would enter into the Deferral Agreement where the Deposits are not returned to the Company in full on or before the Repayment Date, the terms of the Termination Agreement (together with those of the Addendum) are fair and reasonable and in the interests of the Company and Shareholders as a whole. In the event that the Deferral Agreement is entered into between the Company and the Vendor, the transaction contemplated thereunder may constitute a notifiable transaction for the Company under the GEM Listing Rules and the Company will comply with the relevant provisions under Chapter 19 of the GEM Listing Rules in such circumstances. As at the date of this announcement, no definitive terms have been discussed nor agreed between the Company and the Vendor.

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

Hong Kong, 12 August 2011

*As of the date hereof, the executive directors of the Company are Mr. Cheung Man Yau, Timothy, Mr. Chan Kin Yip 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>.*