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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 10 August 2011 where a total of 86,000,000 Placing Shares beneficially owned by the Vendor were placed to not less than six Placees at the Placing Price of HK\$0.10 per Placing Share.

The Board is also pleased to announce that all the conditions of the Subscription Agreement have been fulfilled and the Subscription was completed on 18 August 2011 where 86,000,000 Subscription Shares were allotted and issued to the Vendor. The Company received net proceeds of approximately HK\$8.25 million from the Subscription.

Reference is made to the announcement of the Company dated 4 August 2011 (the “**Placing Announcement**”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Placing Announcement.

The Board is pleased to announce that completion of the Placing took place on 10 August 2011 where a total of 86,000,000 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 Placing Price of HK\$0.10 per Placing Share.

The Board is also pleased to announce that all the conditions of the Subscription Agreement have been fulfilled and the Subscription was completed on 18 August 2011 where 86,000,000 Subscription Shares were allotted and issued to the Vendor at the Subscription Price of HK\$0.10 per Subscription Share (which is equivalent to the Placing Price) pursuant to the General Mandate. The Company received net proceeds of approximately HK\$8.25 million from the Subscription.

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

	Shareholding as at the date of the Placing Announcement		Shareholding immediately after completion of the Placing but before completion of the Subscription		Shareholding immediately after completion of the Placing and the Subscription	
	<i>No. of Shares</i>	<i>Approx. %</i>	<i>No. of Shares</i>	<i>Approx. %</i>	<i>No. of Shares</i>	<i>Approx. %</i>
Substantial Shareholder and Director						
The Vendor	250,138,000	16.08	164,138,000	10.55	250,138,000	15.24
Chan Kin Yip (<i>Note 1</i>)	1,000,000	0.06	1,000,000	0.06	1,000,000	0.06
Non-Public Subtotal	251,138,000	16.14	165,138,000	10.61	251,138,000	15.30
Public Shareholders						
The Placees	–	–	86,000,000	5.53	86,000,000	5.24
Other Public	1,304,039,848	83.86	1,304,039,848	83.86	1,304,039,848	79.46
Public Subtotal	1,304,039,848	83.86	1,390,039,848	89.39	1,390,039,848	84.70
Total	1,555,177,848	100.00	1,555,177,848	100.00	1,641,177,848	100.00

Note:

1. Mr. Chan Kin Yip is an executive Director.

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

Hong Kong, 18 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; and 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>.