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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)

(1) CLARIFICATION ANNOUNCEMENT (2) SUPPLEMENTAL AGREEMENT FOR THE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF CREATIVE STAR LIMITED

Reference is made to the announcement of the Company dated 14 November 2011 (the “Announcement”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement unless otherwise stated or the context requires otherwise.

CLARIFICATION

The Board would like to clarify that upon re-calculation using alternative size tests, the applicable percentage ratios in respect of the Acquisition exceeds 25% but is less than 100%. Therefore the Acquisition constitutes a major transaction for the Company under Rule 19.06 of the GEM Listing Rules instead of a discloseable transaction as previously disclosed in the Announcement. The Acquisition is subject to the reporting, announcement and shareholders’ approval requirements under the GEM Listing Rules.

SUPPLEMENTAL AGREEMENT

On 25 November 2011 after trading hours, the Company and the Vendor entered into the Supplemental Agreement to amend the terms of the Agreement to the effect that Completion shall be subject to Shareholders’ approval in accordance with the GEM Listing Rules.

A circular containing, among other things, details of the Acquisition and a notice to convene the EGM will be despatched to the Shareholders on or before 19 December 2011 so as to allow sufficient time for incorporation of all relevant information with the circular.

Completion of the Proposed Acquisition is subject to a number of conditions precedent, which may or may not be fulfilled. Shareholders and potential investors are advised to exercise caution when they deal in or contemplate dealing in the Shares.

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THE SUPPLEMENTAL AGREEMENT

Date: 25 November 2011

Vendor: the Vendor

Purchaser: the Company

Conditions Precedent

The conditions precedent contained in the Agreement are varied by replacing the condition precedent "that all necessary consents and approvals required to be obtained on the part of the Company in respect of this Agreement and the transaction contemplated thereby having been obtained" with the new condition precedent "that all necessary consents and approvals required to be obtained on the part of the Company including shareholders' approval as required by GEM Listing Rules in respect of the Agreement and the transaction contemplated thereby having been obtained".

Binding Effect of the Agreement

Save and except as amended and varied by the Supplemental Agreement, all the terms and conditions of the Agreement shall remain in full force and effect and be binding on the parties hereto in all respects.

GEM LISTING RULES IMPLICATIONS

As the applicable percentage ratios in respect of the Acquisition exceeds 25% but is less than 100%, the Acquisition constitutes a major transaction for the Company under Rule 19.06 of the GEM Listing Rules, the Acquisition is therefore subject to the reporting, announcement and shareholders' approval requirements under the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, no Shareholder has an interest in the Acquisition which is materially different from the other Shareholders. Therefore no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

GENERAL

A circular containing, amount other things, details of the Acquisition and a notice to convene the EGM will be despatched to the Shareholders on or before 19 December 2011 so as to allow sufficient time for incorporation of all relevant information in the circular.

Completion of the Proposed Acquisition is subject to a number of conditions precedent, which may or may not be fulfilled. Shareholders and potential investors are advised to exercise caution when they deal in or contemplate dealing in the Shares.

DEFINITIONS

In this announcement, unless the context does not permit or otherwise requires, the following terms shall have the following meanings:

“Announcement”	the announcement of the Company dated 14 November 2011
“EGM”	an extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Acquisition
“Supplemental Agreement”	the supplemental agreement dated 25 November 2011 made between the Vendor and the Company to amend and vary the terms of the Agreement

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

Hong Kong, 25 November 2011

As at the date of this announcement, the executive Directors of the Company are Mr. Cheung Man Yau, Timothy, Mr. Lee Chi Shing, Ceasar, Mr. Chan Kin Yip and Ms. Cheng Sze Man; 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 collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange 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 or this announcement misleading.

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