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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Directors propose certain amendments to the Articles so as to bring the constitution of the Company in line with current amendments made to the GEM Listing Rules.

The proposed amendments to the Articles are subject to the approval of the Shareholders by way of passing a special resolution to be proposed at the EGM.

A circular containing, inter alia, details of the proposed amendments to the Articles and a notice of the EGM will be despatched to the Shareholders in due course.

The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) has amended the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”) relating to, among other things, the constitutional documents or equivalent constitutional documents of listed issuers. Some of the amendments to the GEM Listing Rules came into effect on 1 January 2009 and 1 January 2012 and some would come into effect on 1 April 2012. Accordingly, the directors (the “**Directors**”) of TLT Lottotainment Group Limited (the “**Company**”) propose to seek the approval of the shareholders of the Company (the “**Shareholders**”) for the certain amendments to the existing articles of association of the Company (the “**Articles**”) so as to bring the constitution of the Company in line with current amendments made to the GEM Listing Rules.

The proposed amendments to the Articles are subject to approval of the Shareholders by way of passing a special resolution to be proposed at the extraordinary general meeting of the Company (the “**EGM**”).

The key proposed amendments to the Articles include (1) to bring the Articles in line with the current revised requirements of the GEM Listing Rules, in particular but not limited to Code on Corporate Governance Practices set out in Appendix 15 of the GEM Listing Rules; and (2) other house-keeping improvements to the Articles. A circular containing, inter alia, details of the proposed amendments to the Articles and a notice of the EGM will be despatched to the Shareholders in due course.

By order of the Board
TLT LOTTOTAINMENT GROUP LIMITED
Cheung Man Yau, Timothy
Chief Executive Officer and Executive Director

Hong Kong, 10 February 2012

As at the date of this announcement, the executive Directors of the Company are Mr. Cheung Man Yau, Timothy, Mr. Lee Chi Shing, Caesar, 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 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, 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 aspects 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 “Latest Company Announcements” page of the GEM website for at least 7 days from its date of its posting and on the Company’s website at <http://www.lottotainment.com.hk>.