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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)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 4 JUNE 2012 AND RETIREMENTS OF DIRECTORS**

The board (the “Board”) of directors (the “Directors”) of TLT Lottotainment Group Limited (the “Company”) announces that the annual general meeting of the Company (“AGM”) was duly held at Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong on 4 June 2012 at 11:00 a.m. The poll results are as follows:

<b>ORDINARY RESOLUTIONS</b>		<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
1	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2011.	96,617,200 (83.246%)	19,445,000 (16.754%)
2	a) To re-elect:	5,400 (0.005%)	116,056,800 (99.995%)
	i) Mr. Cheung Man Yau, Timothy as Executive Director		
	ii) Ms. Yip Man Yi as Executive Director	96,617,200 (83.246%)	19,445,000 (16.754%)
	iii) Mr. Lee Chi Shing, Caesar as Executive Director	5,400 (0.005%)	116,056,800 (99.995%)
	iv) Ms. Cheng Sze Man as Executive Director	5,400 (0.005%)	116,056,800 (99.995%)
	v) Mr. Chan Yun Fai as Executive Director	96,617,200 (83.246%)	19,445,000 (16.754%)
	vi) Mr. Au Yeung Yiu Chung as Executive Director	96,617,200 (83.246%)	19,445,000 (16.754%)

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
	vii) Mr. Li Kwok Chu as Independent Non-executive Director	96,617,200 (83.246%)	19,445,000 (16.754%)
	viii) Mr. Chiu Koon Shou as Independent Non-executive Director	96,617,200 (83.246%)	19,445,000 (16.754%)
	b) To authorize the board of directors to fix the remuneration of Directors	96,617,200 (83.246%)	19,445,000 (16.754%)
3	To re-appoint Messrs. Ting Ho Kwan & Chan, Certified Public Accountants (Practising), as auditors of the Company and authorise the Board to fix their remuneration.	96,617,200 (83.246%)	19,445,000 (16.754%)
4	To grant a general mandate to the Board to allot, issue and deal with additional shares in the Company, not exceeding 20% of the issued share capital of the Company as at the date of the passing of this resolution.	96,617,200 (83.246%)	19,445,000 (16.754%)
5	To grant a general mandate to the Board to repurchase shares in the Company, not exceeding 10% of the issued share capital of the Company as at the date of the passing of this resolution.	96,617,200 (83.246%)	19,445,000 (16.754%)
6	Conditional on the passing of resolutions 4 and 5 to extend the general mandate granted by resolution 4 by adding thereto the shares purchased pursuant to the general mandate granted by resolution 5.	96,617,200 (83.246%)	19,445,000 (16.754%)

*Remarks:*

- a. As more than 50% of the votes were cast in favour of the proposed resolutions numbered 1, 2a(ii), 2a(v) to 6, these resolutions were duly passed as ordinary resolutions by way of poll at the AGM.
- b. As less than 50% of the votes were cast in favour of the proposed resolution numbered 2a(i), 2a(iii) and 2a(iv), these resolutions were not passed as an ordinary resolution by way of poll at the AGM.
- c. The total number of the shares of the Company in issue at the time of AGM: 328,235,569.
- d. The total number of shares entitling the holder to attend and vote for or against the resolutions at the AGM: 328,235,569.
- e. The total number of shares entitling the holder to attend and vote only against the resolutions at the AGM: nil.
- f. None of the shareholders of the Company have stated their intention in the Company's circular dated 4 May 2012 to vote against any of the resolutions at the AGM.
- g. None of the shareholders of the Company is required to abstain from voting on any of the resolutions at the AGM.

- h. Hong Kong Registrars Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer for the vote-taking at the AGM.

## **RETIREMENTS OF DIRECTORS**

The Board further announces that since Mr. Cheung Man Yau, Timothy (“**Mr. Cheung**”), Mr. Lee Chi Shing, Caesar (“**Mr. Lee**”) and Ms. Cheng Sze Man (“**Ms. Cheng**”) have not been re-elected by the Shareholders at the AGM, they retired at the conclusion of the AGM on 4 June 2012. Mr. Cheung also ceased to act as the chief executive officer, member of the remuneration committee and compliance officer of the Company.

The Board would like to express its appreciation to Mr. Cheung, Mr. Lee and Ms. Cheng for their past contributions made to the Company during their tenure of office.

By order of the Board  
**TLT Lottotainment Group Limited**  
**Yip Man Yi**  
*Chairman and Executive Director*

Hong Kong, 4 June 2012

*As at the date of this announcement, the executive Directors of the Company are Ms. Yip Man Yi, Mr. Chan Yun Fai and Mr. Au Yeung Yiu Chung; and the independent non-executive Directors of the Company are Mr. Fung Wai Shing, Mr. Li Kwok Chu and Mr. Chiu Koon Shou.*

*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 (the “GEM”) 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (2) 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 on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at [www.lottotainment.com.hk](http://www.lottotainment.com.hk).*