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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)**

### **SUPPLEMENTARY ANNOUNCEMENT**

#### **PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY TWO SHARES HELD ON THE RECORD DATE AND PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE**

Reference is made to the announcement of the Company dated 8 June 2012 in respect of the Rights Issue (the “Announcement”). Unless the context herein otherwise requires, capitalized terms used in this announcement shall have the same meanings as defined in the Announcement.

On 20 June 2012, after trading hours, the Company and the Underwriter entered into a supplementary underwriting agreement (the “Supplementary Underwriting Agreement”) in relation to further underwriting arrangements in respect of the proposed Rights Issue.

Pursuant to the Supplementary Underwriting Agreement, the Company and the Underwriter agree to make the following revisions to the underwriting arrangements: –

- (a) the latest time for fulfillment of the conditions of the Rights Issue as set out in the section headed “Conditions of the Rights Issue” in the Announcement and the additional condition as set out hereinafter has been revised to 4:00 p.m. on 20 September 2012 or such later date as the Underwriter and the Company may agree in writing;
- (b) the Acceptance Date has been revised to 4:00 p.m. on 3 August 2012 or such other date as the Underwriter may agree in writing with the Company; and
- (c) the Posting Date has been revised to 20 July 2012 or such other date as the Underwriter may agree in writing with the Company.

## EXPECTED TIMETABLE

The expected revised timetable of the proposed Rights Issue and Share Consolidation is as follows:

**2012**

*(Hong Kong time)*

Register of members for the Rights Issue closes (both days inclusive) . . . . .	Monday, 18 June to Friday, 22 June
Record Date for the Rights Issue . . . . .	Friday, 22 June
Register of members to be re-opened. . . . .	Monday, 25 June
Despatch of circular and proxy form of EGM in respect of the Rights Issues . . . . .	Wednesday, 4 July
Latest time for lodging proxy form of EGM in respect of the Rights Issue . . . . .	9:00 a.m. on Tuesday, 17 July
Record date for attendance and voting at the EGM in respect of the Rights Issue . . . . .	Thursday, 19 July
Expected time and date of the EGM in respect of the Rights Issue . . . . .	9:00 a.m. on Thursday, 19 July
Announcement of results of EGM for the Rights Issue . . . . .	Thursday, 19 July
Prospectus Documents to be posted. . . . .	Friday, 20 July
First day of dealings in nil-paid Rights Shares . . . . .	Tuesday, 24 July
Despatch of circular and proxy form of EGM in respect of the Share Consolidation. . . . .	Thursday, 26 July
Latest time for splitting of nil-paid Rights Shares . . . . .	4:30 p.m. on Thursday, 26 July
Last day of dealings in nil-paid Rights Shares . . . . .	Tuesday, 31 July
Latest time for acceptance of and payment for Rights Shares and application for excess Rights Shares . . . . .	4:00 p.m. on Friday, 3 August
Latest time for the termination of the Underwriting Agreement . . . . .	4:00 p.m. on Wednesday, 8 August
Announcement of allotment results . . . . .	Tuesday, 14 August
Despatch of certificates for fully-paid Rights Shares and refund cheques . . . . .	Wednesday, 15 August

Latest time for lodging proxy form of EGM  
in respect of the Share Consolidation. . . . . 9:00 a.m. on Wednesday, 15 August

Expected first date of dealings in fully-paid Rights Shares . . . . . Thursday, 16 August

Record date for attendance and voting at the EGM  
in respect of the Share Consolidation. . . . . Friday, 17 August

Expected time and date of the EGM in respect  
of the Share Consolidation. . . . . 9:00 a.m. on Friday, 17 August

Announcement of result of the EGM in respect  
of the Share Consolidation. . . . . Friday, 17 August

Effective date of the Share Consolidation . . . . . Monday, 20 August

Dealings in the Consolidated Shares commences. . . . . 9:00 a.m. on Monday, 20 August

Original counter for trading in Shares  
(in board lots of 5,000 Shares) closes . . . . . 9:00 a.m. on Monday, 20 August

Temporary counter for trading in the Consolidated Shares  
in board lots of 500 Consolidated Shares  
(in form of existing share certificates in Red colour)  
opens . . . . . 9:00 a.m. on Monday, 20 August

Free exchange of existing share certificates  
for new share certificates  
for the Consolidated Shares commences . . . . . Monday, 20 August

Original counter for trading in  
the Consolidated Shares (in board lots of  
3,000 Consolidated Shares) re-opens . . . . . 9:00 a.m. on Monday, 3 September

Parallel trading in the Consolidated Shares  
(in form of new share certificates in Green colour and  
existing share certificates in Red colour) begins . . . . . 9:00 a.m. on Monday, 3 September

Designated broker starts to stand in  
the market to provide matching services for  
the sale and purchase of odd lots of  
the Consolidated Shares. . . . . 9:00 a.m. on Monday, 3 September

Temporary counter for trading in  
the Consolidated Shares in board lots of  
500 Consolidated Shares (in form of  
existing share certificates in Red colour) closes. . . . . 4:00 p.m. on Friday, 21 September

Parallel trading in the Consolidated Shares  
(in form of new share certificates in  
Green colour and existing share certificates  
in Red colour) ends . . . . . 4:00 p.m. on Friday, 21 September

Designated broker ceases to stand  
in the market to provide matching services for  
the sale and purchase of odd lots of  
the Consolidated Shares. . . . . 4:00 p.m. on Friday, 21 September

Free exchange of existing share certificates for  
new share certificates in Green colour ends . . . . . 4:30 p.m. on Tuesday, 25 September

All times and dates specified in this announcement refer to Hong Kong local times. Dates stated in this announcement for events mentioned in the timetable are indicative only and may be extended or varied. Any changes to the expected timetable for the Rights Issue will be announced as appropriate in accordance with the Listing Rules.

## **IMPLICATIONS UNDER THE GEM LISTING RULES**

The proposed Rights Issue would increase the market capitalization of the Company by more than 50%. In accordance with rule 10.29(1) of the GEM Listing Rules, the Rights Issue must be made conditional upon approval by Shareholders in general meeting by a resolution on which any controlling Shareholders and their associates or, where there are no controlling shareholders, directors (excluding independent non-executive directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the Rights Issue.

As at the date of this announcement, there is no controlling Shareholder as defined under the GEM Listing Rules and none of the Directors and chief executive and their respective associates is interested in any Shares and is required to abstain from voting in favour of the Rights Issue at the Rights Issue EGM.

In view of the above, in addition to the conditions of the Rights Issue disclosed in the Announcement, the Rights Issue is conditional upon approval by Independent Shareholders (as defined below) in an extraordinary general meeting (the “Rights Issue EGM”). Independent Shareholders when used in this announcement shall have the meaning of any Shareholder other than controlling Shareholders and their associates or where there are no controlling Shareholders, any Shareholders other than Directors (excluding independent non-executive directors) and the chief executive of the Company and their respective associates.

## GENERAL

Save as disclosed in this announcement, terms of the Rights Issue remain unchanged as described in the Announcement.

A circular in respect of the Rights Issue containing, among other things, (i) further details of the Rights Issue; (ii) a letter of recommendation from the independent board committee of the Company to the Independent Shareholders in respect of the Rights Issue; (iii) a letter of advice from the independent financial adviser to the independent board committee and the Independent Shareholders of the Company on the Rights Issue; and (iv) notice of the Rights Issue EGM, will be despatched to the Shareholders on or before 4 July 2012.

**The Rights Issue is conditional, inter alia, upon the fulfillment of the conditions of the Rights Issue set out in the Announcement and this announcement. In particular, the Rights Issue is subject to the Underwriter not terminating the Underwriting Agreement and the Supplementary Underwriting Agreement in accordance with the terms set out therein. Accordingly, the Rights Issue may or may not proceed. Any Shareholders or other persons contemplating selling or purchasing Shares and/or nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled will bear the risk that the Rights Issue could not become unconditional and may not proceed. Shareholders and the public are reminded to exercise caution when dealing in the securities of the Company.**

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

Hong Kong, 20 June 2012

*As at the date of this announcement, the Board comprises the following Directors:*

*Executive Directors:*

Ms. Yip Man Yi (*Chairman*)  
Mr. Chan Yun Fai  
Mr. Au Yeung Yiu Chung

*Independent Non-executive Directors:*

Mr. Fung Wai Shing  
Mr. Li Kwok Chu  
Mr. Chiu Koon Shou

*This announcement, for which the Directors of the Company 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 of Hong Kong Limited 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 “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>.*