

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 EXTRAORDINARY GENERAL MEETING HELD ON 18 SEPTEMBER 2012 AND ADJUSTMENTS TO THE OUTSTANDING OPTIONS AND CONVERTIBLE NOTES

The Board is pleased to announce that the ordinary resolution to approve the Share Consolidation as set out in the Notice was duly passed by the Shareholders by way of poll at the EGM held on 18 September 2012.

Reference is made to the circular dated 27 August 2012 (the “**Circular**”) of TLT Lottotainment Group Limited (the “**Company**”) and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) dated 27 August 2012. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that at the EGM held on 18 September 2012, the ordinary resolution to approve the Share Consolidation has been duly passed by the Shareholders by way of poll.

As at the date of EGM, the total number of issued Shares in the Company was 590,824,023 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolution at the EGM. No Shareholder was required to abstain from voting at the EGM to approve the resolution, and there was no Share only entitled the holder thereof to attend and vote only against the resolution at the EGM.

The share registrar of the Company, Hong Kong Registrars Limited, was appointed as the scrutineer at the EGM for the purpose of vote taking.

The Board is pleased to announce that the proposed resolution was duly passed by the Shareholders by way of poll at the EGM. The poll results in respect of the resolution were as follows:

Ordinary Resolution	Number of Votes (%)	
	For	Against
To approve the Share Consolidation (as defined in the Notice)	280,458,054 (100%)	0 (0%)

The Board is also pleased to announce that the Share Consolidation will take effect on Wednesday, 19 September 2012. Please refer to the Circular for the details, including the trading arrangement of the Consolidated Shares and the exchange and replacement of share certificates in respect of the Share Consolidation. Shareholders should note that upon the Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from red to green.

ADJUSTMENTS TO THE OUTSTANDING OPTIONS AND CONVERTIBLE NOTES

Pursuant to the terms of the Share Option Schemes, adjustments are required to be made to the exercise price of and/or the number of Consolidated Shares entitled to be subscribed for under the outstanding Options as a result of the Share Consolidation.

In accordance with the terms of the Share Option Schemes and the supplementary guidance issued by the Stock Exchange on 5 September 2005 (“**the Supplementary Guidance**”) regarding adjustment of share options under Rule 23.03(13) of the GEM Listing Rules, the exercise price of and the number of Consolidated Shares that can be subscribed for under the outstanding Options will be adjusted in the following manner with effect from 19 September 2012 as a result of the Share Consolidation.

Date of grant	Exercise price per Share immediately prior to the effect of the Share Consolidation (HK\$)	Exercise price per Consolidated Share after the Share Consolidation (HK\$)	Number of Shares entitled to be subscribed for upon exercise of the Options immediately prior to the effect of the Share Consolidation	Number of Consolidated Shares entitled to be subscribed for upon exercise of the Options after the Share Consolidation
29 June 2009	3.24	32.4	379,412	37,941
04 June 2010	1.79	17.9	2,655,882	265,588
Total			3,035,294	303,529

The independent financial adviser of the Company, Chanceton Capital Partners Limited, has reviewed the above adjustments and has certified in writing that the adjustments have been made in accordance with the terms and conditions of the Share Option Schemes and in compliance with the GEM Listing Rules and the Supplementary Guidance.

Save for the above adjustments, all other terms and conditions of Options remain unchanged. Specific notification regarding the adjustments will be given to the holders of the outstanding Options.

Pursuant to the terms of the Convertible Notes, the conversion price of the Convertible Notes will be adjusted from HK\$1.19 to HK\$11.9 with effect from 19 September 2012 as a result of the Share Consolidation.

The independent financial adviser of the Company, Chanceton Capital Partners Limited, has reviewed the above adjustments and has certified in writing that the adjustments have been made in accordance with the terms and conditions of the Convertible Notes.

Save for the above adjustment, all other terms and conditions of the Convertible Notes remain unchanged. Specific notification regarding the adjustment will be given to the holder of the Convertible Notes.

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

Hong Kong, 18 September 2012

As 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. Lau Shu Yan, Mr. Li Kwok Chu and 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 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>.