

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.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.



TLT LOTTOTAINMENT GROUP LIMITED

彩娛集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 8022)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

PLACING AGENT



FREEMAN SECURITIES LIMITED

The Board announces that the condition of the Placing has been fulfilled and the Completion of the Placing took place on 11 October 2012.

6,564,711 Placing Shares have been successfully placed to not less than six Placees at the Placing Price of HK\$0.50 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

Reference is made to the Announcement of the Company dated 4 October 2012 in relation to the Placing. Capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement unless otherwise stated.

COMPLETION OF THE PLACING

The Board announces that the condition of the Placing has been fulfilled and the Completion of the Placing took place on 11 October 2012. An aggregate of 6,564,711 Placing Shares have been successfully placed to not less than six Placees at the Placing Price of HK\$0.50 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Placees and their beneficial owners are Independent Third Parties. None of the Placees became a substantial shareholder (as defined in the GEM Listing Rules) as a result of the Placing.

The net proceeds, after the deduction of the estimated expenses in relation to the Placing, of approximately HK\$2.98 million will be used as general working capital of the Group.

SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) immediately before Completion of the Placing; and (ii) immediately after Completion of the Placing is as follows:

Name of Shareholder	Immediately before Completion of the Placing		Immediately after Completion of the Placing	
	No. of Shares	% (approx.)	No. of Shares	% (approx.)
Mr. Luk Wing Kwong, Quintin	5,035,180	8.52	5,035,180	7.67
Placees	–	–	6,564,711	10.00
Other public Shareholders	<u>54,047,222</u>	<u>91.48</u>	<u>54,047,222</u>	<u>82.33</u>
Total	<u>59,082,402</u>	<u>100.00</u>	<u>65,647,113</u>	<u>100.00</u>

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

Hong Kong, 11 October 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. Lau Shu Yan
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 of the Company, 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 GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the Company’s website at <http://www.lottotainment.com.hk>.