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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of TLT Lottotainment Group Limited (the “**Company**”) will be held at Room A, 9th Floor, Fortis Tower, 77–79 Gloucester Road, Wanchai, Hong Kong on Thursday, 28 March 2013 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company as ordinary resolution:

ORDINARY RESOLUTIONS

“**THAT:**

- (a) the Proposed Terms under the Extension Agreement and the Proposed Amendments under Further Supplemental Deed (as defined in the circular to the shareholders of the Company dated 13 March 2013, the “**Circular**”), copies of which have been produced to this meeting marked “**A**” and “**B**” respectively and signed by the chairman of this meeting for identification purpose, the terms and conditions contained therein and the implementation thereof be and are hereby approved, ratified and confirmed and any one or more of the directors of the Company (the “**Directors**”) be and is/are hereby authorised for and on behalf of the Company to execute (and, if necessary, affix the common seal of the Company to) any such other documents, instruments and agreements and to do any such acts or things as may be deemed by him/her/them in his/her/their absolute discretion to be necessary or incidental to, ancillary to or in connection with or otherwise in relation to the Extension Agreement and the Further Supplemental Deed; and
- (b) subject the passing of resolution (a) set out in the notice of the Meeting, the allotment and issue of an aggregate of a maximum of 56,160,000 new shares of HK\$0.50 par value each in the capital of the Company (the “**Conversion Shares**”) to the Noteholder (as defined in the Circular) at an issue price of HK\$0.50 per Conversion Shares in accordance with the terms and conditions of the Conditions (as defined in the Circular) and the Extension Agreement and the Further Supplemental Deed, be and is hereby

approved and the Conversion Shares shall, when allotted and issued, rank pari passu in all respects with the existing shares of the Company in issue at the date of allotment of such new shares and further that the Directors be and are hereby granted a specific mandate (the “**Specific Mandate**”) to exercise the power of the Company to allot and issue the Conversion Shares, credited as fully paid, pursuant to the Conditions and the Extension Agreement and the Further Supplemental Deed and the Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to passing of this resolution.”

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

Hong Kong, 13 March 2013

Room A, 9th Floor
Fortis Tower
77–79 Gloucester Road
Wanchai
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) A form of proxy for use at the Meeting is enclosed with the circular of the Company dated 13 March 2013. Whether or not you intend to attend the Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he/she/it so wish.
- (3) In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company’s Hong Kong branch share registrar, Hong Kong Registrars Limited at Shops 1712–71716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- (4) In the case of joint holders of shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- (5) Any voting at the Meeting shall be taken by poll.

As of 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; non-executive director of the Company is Mr. Lau Kin Hon; and the independent non-executive directors of the Company are Mr. Lau Shu Yan, Mr. Chiu Koon Shou and Mr. Li Kwok Chu.

This announcement, for which the Directors 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 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 GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least seven days from the date of its posting and the Company’s website at <http://www.lottotainment.com.hk>.