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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 Monday, 8 April 2013 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **THAT**

- (a) the authorised share capital of the Company of HK\$100,000,000 comprising of 200,000,000 shares of HK\$0.50 each (the “**Shares**”) be and is hereby increased to HK\$1,000,000,000 comprising of 2,000,000,000 Shares, by the creation of an additional 1,800,000,000 Shares; and
- (b) the directors of the Company be and are hereby authorised to do all other acts and things and execute all documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the transactions contemplated under resolution 1(a) above.

2. **THAT** subject to the fulfillment of the conditions set out in the underwriting agreement dated 5 February 2013 (the “**Underwriting Agreement**”) in respect of the proposed open offer by the Company and entered into between the Company and Quest Stockbrokers (HK) Limited (the “**Underwriter**”) (a copy of the Underwriting Agreement has been produced to the Meeting marked “A” and signed by the Chairman of the Meeting for the purpose of identification):

- (a) the allotment and issue of not less than 131,294,226 offer shares but not more than 131,635,698 offer shares (the “**Offer Shares**”) by way of open offer to the holders of Shares (the “**Shareholders**”) at the offer price of HK\$0.50 per Offer Share in the proportion of two Offer Shares for every one existing Share held by the

Shareholders whose names appear on the register of members of the Company on Thursday, 18 April 2013 (the “**Record Date**”) (the “**Open Offer**”) as described in further details in a circular issued by the Company dated 19 March 2013 of which the notice convening this Meeting forms part and on and subject to such terms and conditions as may be determined by the directors of the Company, be and is hereby approved, confirmed and ratified;

- (b) the directors of the Company be and are hereby authorised to allot and issue the Offer Shares pursuant to or in connection with the Open Offer notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing shareholdings of the Shareholders and, in particular, the directors of the Company may make such exclusions or other arrangements in relation to Shareholders whose addresses as of the Record Date are outside of Hong Kong (if any) as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong, and to do all such acts and things as they consider necessary, desirable or expedient to give effect to any or all other transactions contemplated in this resolution; and
- (c) the directors of the Company be and is hereby authorised to do all acts and things in connection with the allotment and issue of the Offer Shares, the implementation of the Open Offer and the Underwriting Agreement, the exercise or enforcement of any of the Company’s rights under the Underwriting Agreement and to make and agree such variations of the terms of the Underwriting Agreement as they may in their discretion consider to be appropriate and in the interests of the Company.

By Order of the Board
TLT LOTTOTAINMENT GROUP LIMITED
Yip Man Yi
Chairman and Executive Director

Hong Kong, 19 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 19 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 1712–1716, 17th Floor, 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>.