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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 8 APRIL 2013

RESULTS OF THE EGM

The Board is pleased to announce that the ordinary Resolutions in relation to the proposed increase in authorised share capital of the Company and the Open Offer were duly passed by the Shareholders at the EGM held on 8 April 2013 by way of poll.

Reference is made to the circular (the “Circular”) made by TLT Lottotainment Group Limited (the “Company”) and the notice of EGM (the “Notice”) both dated 19 March 2013 regarding the proposed increase in authorised share capital of the Company and the Open Offer. Terms used in this announcement shall have the same meanings as those defined in the Circular unless the context requires otherwise.

POLL RESULTS OF EGM

The Board is pleased to announce that the ordinary Resolutions (the “Resolutions”) in relation to the proposed increase in authorised share capital of the Company and the Open Offer were duly passed by the Shareholders at the EGM held on 8 April 2013 by way of poll.

The poll results taken at the EGM in respect of the Resolutions are set out in the following table:

Resolutions	Number of Shares voted (approximate percentage of total number of Shares voted)		Total number of Shares voted
	For	Against	
1. To approve the proposed increase in authorised share capital of the Company (“Resolution 1”)	34,934,516 (100%)	0 (0%)	34,934,516
2. To approve the Open Offer (“Resolution 2”)	34,934,516 (100%)	0 (0%)	34,934,516

Notes:

1. The full text of the Resolutions were set out in the Notice.
2. As at the date of the EGM, a total of 65,647,113 Shares were in issue.
3. Under the GEM Listing Rules, as at the date of the EGM, no Shareholder is required to abstain from voting on Resolution 1. The total number of Shares entitling the Shareholders to attend and vote for or against Resolution 1 at the EGM was 65,647,113 Shares.
4. As the Open Offer will increase the issued share capital of the Company by more than 50%, in accordance with Rule 10.39 of the GEM Listing Rules, the Open Offer must be made conditional on approval by the Independent 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 Open Offer. As at the date of the EGM, there is no controlling Shareholder, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of Resolution 2 and none of them has any shareholding interests in the Company. The total number of Shares entitling the Shareholders to attend and vote for or against Resolution 2 at the EGM was 65,647,113 Shares.
5. The branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited acted as scrutineer for the vote-taking.

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

Hong Kong, 8 April 2013

As of the date of this announcement, the executive Directors are Ms. Yip Man Yi, Mr. Chan Yun Fai and Mr. Au Yeung Yiu Chung; the non-executive director is Mr. Lau Kin Hon and the independent non-executive Directors 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 or deceptive.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the website of the Company at <http://www.lottotainment.com.hk>.