

## APPENDIX 5

### FORMS RELATING TO LISTING

#### Form F

#### The Growth Enterprise Market (GEM)

#### Company Information Sheet

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") takes no responsibility for the contents of this information sheet, 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 information sheet.

**Company name : TLT Lottotainment Group Limited**

**Stock code (ordinary shares): 8022**

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange. These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 16 May 2013.

#### A. General

Place of incorporation : Hong Kong

Date of initial listing on GEM : 13 August 2001

Name of Sponsor(s) : N/A

Names of directors : Executive Directors:  
Zhao Tuanjie  
Yip Man Yi  
Au Yeung Yiu Chung  
Chan Yun Fai

Non-Executive Director:  
Lau Kin Hon

Independent Non-Executive Directors:  
Li Kwok Chu  
Chiu Koon Shou  
Lau Shu Yan

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Shareholder of ordinary shares	No. of shares	Approximate percentage of shareholding
	: Chong Chin	20,033,000	10.17%

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : N/A

Financial year end date : 31 December

Registered address : Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong

Head office and principal place of business : Room A, 9th Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong

Web-site address (if applicable) : www.lottotainment.com.hk

Share registrar : Hong Kong Registrars Limited  
Shops 1712-1716, 17th Floor, Hopewell Centre,  
183 Queen's Road East, Wanchai, Hong Kong

Auditors : Elite Partners CPA Limited  
Certified Public Accountants (Practising)  
Suites 921-921A, 9/F., Star House  
3 Salisbury Road, Tsim Sha Tsui  
Kowloon, Hong Kong

**B. Business activities**

*The Company and its subsidiaries are principally engaged in the provision of travel agent services, advertising and marketing services and trading of securities.*

**C. Ordinary shares**

Number of ordinary shares in issue : 196,941,339

Par value of ordinary shares in issue : HK\$0.5

Board lot size (in number of shares) : 3,000

Name of other stock exchange(s) on which ordinary shares are also listed : N/A

**D. Warrants**

Stock code : N/A

Board lot size : N/A

Expiry date : N/A

Exercise price : N/A

Conversion ratio : N/A  
*(Not applicable if the warrant is denominated in dollar value of conversion right)*

No. of warrants outstanding : N/A

No. of shares falling to be issued upon the exercise of outstanding warrants : N/A

**E. Other securities**

Details of any other securities in issue:

Share Option Scheme:

Date of grant	Number of share options outstanding	Exercise price	Validity period
29 June 2009	24,390	HK\$37.80	29 June 2009 to 28 June 2019
4 June 2010	121,948	HK\$20.88	4 June 2010 to 3 June 2020

Convertible Notes:

On 28 March 2011, convertible notes in principal amount of HK\$60,000,000 were issued by the Company (the "Convertible Note"), HK\$31,920,000 of which was converted into 114,000,000 new shares of the Company.

An extraordinary general meeting held on 28 March 2013 has approved (1) the maturity date of the outstanding Convertible Note with principal amount of HK\$28,080,000 has been extended for one year until 28 March 2014; (2) the Convertible Note bears interest on the outstanding principal amount at the rate of 2% per annum; (3) the conversion price will be changed to HK\$0.5 for each conversion share; and (4) the maximum conversion shares can be allotted and issued under the specific mandate upon exercise of the conversion right has changed to 56,160,000 conversion shares subject to the conversion restriction and public float restriction. All of the above changes have been effective from 28 March 2013. Details have been disclosed on the announcement dated 8 January 2013, 1 March 2013 and 28 March 2013 and the circular dated 13 March 2013.

As the date of this Company Information Sheet, the number of new shares of the Company to be issued upon full conversion of the outstanding Convertible Notes is 56,160,000 at the conversion price of HK\$0.5.

**Responsibility statement**

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Stock Exchange against all liability incurred and all losses suffered by the Stock Exchange in connection with or relating to the Information.

Signed:

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Zhao Tuanjie

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Au Yeung Yiu Chung

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Yip Man Yi

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Chan Yun Fai

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Lau Kin Hon

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Li Kwok Chu

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Lau Shu Yan

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Chiu Koon Shou