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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 13 NOVEMBER 2013 AND CLARIFICATION

Reference is made to the circular (the “**Circular**”) of the Company incorporating the notice (the “**Notice of EGM**”) of the extraordinary general meeting (the “**EGM**”) of TLT Lottotainment Group Limited (the “**Company**”) dated 18 October 2013 relating to, among others, the Open Offer with Bonus Issue and the Proposed Amendments. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

(I) RESULTS OF THE EGM

At the EGM held on 13 November 2013, all proposed resolutions were taken by poll. The Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

As at the date of the EGM, the total number of issued Shares in the Company was 210,051,339 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on all the resolutions at the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any resolution at the EGM as set out in Rule 17.47A of the GEM Listing Rules and no Shareholder was required to abstain from voting at the EGM under the GEM Listing Rules. No persons had indicated in the Circular that they intended to vote against or to abstain from voting on any resolution at the EGM.

The Board is pleased to announce that all the proposed resolutions were duly passed by the Shareholders and the Independent Shareholders (as the case may be) by way of poll at the EGM. The poll results in respect of each of the resolutions was as follows:

SPECIAL RESOLUTION		NUMBER OF VOTES (%)	
		FOR	AGAINST
1.	To approve the amendments to the articles of association of the Company.	89,845,120 (100%)	0 (0%)
ORDINARY RESOLUTIONS			
2.	To approve, confirm and ratify the Underwriting Agreement, the Open Offer and the Bonus Issue and the transactions contemplated thereby, to authorize the Directors to allot and issue the Offer Shares and the Bonus Shares and to authorise any Directors to do all acts and things in connection with the Open Offer and the Bonus Issue.	89,845,120 (100%)	0 (0%)
3.	(a) To re-elect Mr. Wu Wenbei as executive Director;	89,845,120 (100%)	0 (0%)
	(b) To re-elect Ms. Lin Yan Jenny as executive Director;	89,845,120 (100%)	0 (0%)
	(c) To re-elect Mr. Wong Chun Hung as executive Director; and	89,845,120 (100%)	0 (0%)
	(d) To re-elect Ms. Lam Yuk Ying, Elsa as independent non-executive Director.	89,845,120 (100%)	0 (0%)

As more than 75% of the votes were cast in favour of the special resolution, the special resolution was duly passed by way of poll.

As more than 50% of the votes were cast in favour of each of the ordinary resolutions, the ordinary resolutions were duly passed by way of poll.

(II) CLARIFICATION

Reference is also made to the Notice of EGM of the Company dated 18 October 2013. The Company wishes to clarify an inadvertent clerical error made in paragraph (a) of the ordinary resolution no. 2 of the Notice of EGM in relation to the approval, confirmation and ratification of, among other things, the Open Offer with Bonus Issue, by stating the basis of the Open Offer with Bonus Issue as “two (2) Offer Shares for every three (3) Shares then held (with bonus shares (the “**Bonus Shares**”)) in the proportion of two (2) Bonus Shares for every three (3) Offer Shares taken up under the Open Offer” which instead should be read as “two (2) Offer Shares for every three (3) Shares then held (with Bonus Shares in the proportion of three (3) Bonus Shares for every two (2) Offer Shares taken up under the Open Offer”.

Despite the inadvertent clerical error mentioned above, the Company considers that the ordinary resolution no. 2 passed remains valid on the following reasons:

- (i) the purpose of the Notice of EGM is to inform the Shareholders the venue and the time of the EGM to be held. Whilst the Company has provided an extract of the proposed resolutions in the Notice in the present case, the Company could simply refer the Shareholders to the resolutions as contained in the Circular which remain accurate at all times;
- (ii) The Company first published the announcement (the “**Announcement**”) of the Company in relation to the Open Offer with Bonus Issue on 23 August 2013. The Circular contains the full and accurate details of the terms and conditions of the Open Offer (with the Bonus Issue). The basis of the Open Offer with Bonus Issue were printed on the cover and then repeated in various sections of the Circular including but not limited to the sections headed “Definitions” and “Summary of the Open Offer” of the Circular, as well as the sections headed “Issue Statistics”, “Bonus Issue”, “Underwriting Arrangements” and “Reasons for the Open Offer” of the “Letter from the Board”. The Circular was despatched to the Shareholders together with the Notice of EGM and the form of proxy (the “**Proxy**”);
- (iii) notwithstanding the above inadvertent clerical error, the Circular is the document which a Shareholder should read and refer to in conjunction with the Notice of the EGM and the Proxy when deciding what were to be voted and how to vote in the EGM;
- (iv) the contents and terms used in the Proxy which was dispatched together with the Circular adopted the same meanings as those defined in the Circular and therefore Shareholders were referring to the resolutions contained in the Circular, as opposed to the extract of the proposed resolutions in the Notice, when voting by way of the Proxy. This applied to all Shareholders who voted at the EGM, whether such Shareholder physically attended the EGM or not, as all votes were made by way of the Proxy;
- (v) the documents relating to the Open Offer with Bonus Issue, including but not limited to, the Circular and the Underwriting Agreement were available for inspection by the Shareholders at the head office and principal place of business of the Company and also at the EGM from the date of the Circular up to and including the date of the EGM; and
- (vi) the Company confirms at the time of the despatch of the Circular and at all times up to and including the date of the EGM that the statements made in the Circular were accurate and complete in all material respects and not misleading or deceptive.

Save for the above, all disclosure in relation to the basis of the Open Offer with Bonus Issue in the Announcement in relation to, among others, the Open Offer, the Circular and the ordinary resolution no. 2 on the Proxy for the EGM are accurate and complete in all material respects and not misleading or deceptive.

By order of the Board of
TLT Lottotainment Group Limited
Lin Yan Jenny
Executive Director

Hong Kong, 13 November 2013

As of the date hereof, the executive directors of the Company are Mr. Wu Wenbei, Ms. Lin Yan Jenny, Mr. Wong Chun Hung, Mr. Chan Yun Fai and Mr. Au Yeung Yiu Chung; and the independent non-executive directors of the Company are Mr. Lau Shu Yan, Mr. Chiu Koon Shou and Ms. Lam Yuk Ying, Elsa.

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 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>.