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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)**

### **FURTHER UPDATE ON THE CONVERTIBLE BONDS ISSUED BY THE COMPANY ON 28 OCTOBER 2011**

Reference is made to the announcement of TLT Lottotainment Group Limited (the “Company”) dated 27 May 2012 (the “Update Announcement”) relating to the Convertible Bonds issued by the Company on 28 October 2011 (the “Bonds”). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Update Announcement.

The Company is advised by its legal advisors and takes the view that the contractual repayment deadline of the debt owing to Sun Finance shall remain on 28 October 2012 after the Company has accepted Sun Finance’s position regarding termination of the Instrument on 25 May 2012. As it has been the intention of the Company to extend the maturity date and to pay the debt on 28 October 2012, whether or not Sun Finance has terminated the Instrument and whether or not the Company has accepted Sun Finance’s position regarding termination should not have material financial impact to the Company’s financial statements, the commitment and any contractual repayment deadline.

The Board would like to announce that the Company has on 4 June 2012 applied to the Court of First Instance of the High Court of Hong Kong for, amongst other things, an injunction to restrain Sun Finance from presenting and/or issuing a winding-up petition against the Company upon or in respect of a demand dated 17 May 2012 and served by Sun Finance through its solicitors, Messrs. H.M. Tsang & Co, on the Company, whether for or on the basis of the non-satisfaction or otherwise of the said demand (the “Court Application”).

At the Ex Parte hearing of the Court Application today it is ordered by the Court of First Instance that, amongst other things, Sun Finance be restrained, whether by itself or by its officers, servants or agents, or otherwise howsoever, from presenting and/or issuing a winding-up petition against the Company upon or in respect of a demand dated 17 May 2012 and served by Sun Finance (through its solicitors, Messrs. H.M Tsang & Co.) on the Company, whether for or on the basis of the non-satisfaction or otherwise of the said demand, until after the hearing of the Inter-Partes Summons on 15 June 2012 at 9:30 a.m. before a Summons Judge or until further order meanwhile.

The Company will make further announcement in due course as to any material development in connection with the Court Application.

The Board would also like to announce that the Company has on 30 May 2012 entered into a loan agreement with Gain All Investments Limited (“Gain All”), an independent third party of the Company and its associates, whereby Gain All has conditionally agreed to grant to the Company a loan facility of HK\$165 million for a fixed term of 12 months and at the agreed interest rate of 1.5% per month (the “Loan Facility”). The Company will make further announcement in due course as to any material development in connection with the Loan Facility.

Apart from the Loan Facility, the Company will also look at other fund raising opportunity including but not limited to equity fund raising.

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

Hong Kong, 6 June 2012

*As at 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; and the independent non-executive Directors of the Company are Mr. Fung Wai Shing, Mr. Li Kwok Chu and Mr. Chiu Koon Shou.*

*This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange of the purpose of giving information with regard to the Company. The Directors of the Company, 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 aspects 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 “Latest Company Announcements” page of the GEM website for at least 7 days from its date of its posting and on the Company’s website at <http://www.lottotainment.com.hk>.*