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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 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 9 March 2012 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions with or without amendments as special resolutions of the Company:

SPECIAL RESOLUTIONS:

1. “**THAT** the articles of association (the “**Articles**”) of the Company be and are hereby amended in the following manner:

- (a) **Article 2**

- (i) By adding the following new definition in the existing Articles after the definition of “Auditors”:

““business day” means a day on which The Stock Exchange of Hong Kong Limited is generally open for business of dealing in securities in Hong Kong. For the avoidance of doubt, where The Stock Exchange of Hong Kong Limited is closed for business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.”

- (ii) By adding the following new definition in the existing Articles after the definition of “month”:

““ordinary resolution” means a resolution passed by a simple majority of votes cast by such members as being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of a member being a corporation, by its duly authorised representative at a general meeting of which notice has been duly given pursuant to Article 74.”

- (iii) By adding the following new definitions in the existing Articles after the definition of “shareholder” or “members”:

““special resolution” means a resolution passed by a majority of not less than three-fourths of votes cast by such members as being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of a member being a corporation, by its duly authorized representative at a general meeting of which notice, specifying the intention to propose the resolution as a special resolution, has been duly given pursuant to Article 74.”

““substantial shareholder” means a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the Rules Governing the Listing of Securities on the Growth Enterprise Market on The Stock Exchange of Hong Kong Limited from time to time) of the voting power at any general meeting of the Company.”

- (iv) By adding the words “, electronic record (within the meaning of Section 2 of the Electronic Transactions Ordinance (Chapter 553 of the Laws of Hong Kong)” after the word “type-writing” in the 2nd line of the definition of “Writing” or “Printing” in the existing Articles.

(b) Article 6

By deleting the existing Article 6 in its entirety and substituting therefor the following:

- “6. The Company may exercise any power conferred on the Company or permitted by or not prohibited by or not inconsistent with the Ordinance or any other applicable ordinance, statute, act or law from time to time to purchase or acquire shares in the Company (including any redeemable shares), to make a payment in respect of the redemption or purchase of shares in the Company otherwise than out of distributable profits of the Company or the proceeds of a new issue of shares or otherwise, and to give directly or indirectly, by means of a loan, guarantee, the provision of security or otherwise, financial assistance for the purpose of or in connection with a purchase or acquisition made or to be made by any person of any shares in the Company or for the purpose of reducing or discharging any liability incurred (by that or any other person) for that purpose.

Should the Company purchase or acquire its own shares neither the Company nor the Directors shall be required to select the shares to be purchased or acquired ratably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or acquisition or financial assistance shall only be made or given in accordance with the Companies Ordinance and with any relevant rules or regulations issued by The Stock Exchange of Hong Kong Limited or the Securities and Futures Commission from time to time in force.”

(c) Article 74

By deleting the existing Article 74 in its entirety and substituting therefor the following:

“74. An annual general meeting shall be called by notice in writing of not less than twenty-one clear days or twenty clear business days (whichever is longer) and any extraordinary general meeting of the Company at which the passing of a special resolution is to be considered shall be called by notice in writing of not less than twenty-one clear days or ten clear business days (whichever is longer). All other extraordinary general meetings of the Company shall be called by notice in writing of not less than fourteen clear days or ten clear business days (whichever is longer). The period of notice as aforesaid shall be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that subject to the provisions of the Companies Ordinance, if permitted by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, a meeting of the Company may be called by shorter notice if it is so agreed:

- (i) in the case of a meeting called as an annual general meeting, by all the members entitled to attend and vote thereat; and
- (ii) in the case of any other meeting, by a majority in number of the members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. in nominal value of the issued shares giving that right.”

(d) Article 80

By adding the words “The period of notice as aforesaid shall be exclusive of the day on which it is served or deemed to be served and of the day on which the adjourned meeting is to be held.” after the words “the adjourned meeting.” in the 8th line of the existing Article 80.

(e) Article 81

By deleting the existing Article 81 in its entirety and substituting therefor the following:

“81. (1) A resolution put to the vote of a general meeting shall be decided by way of a poll save that the Chairman may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every member present

in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a Clearing House (or its nominee(s)), such proxy shall have one vote on a show of hands. For the purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its members; and (ii) relate to the Chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views.

- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
 - (b) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
 - (c) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Unless a poll be so demanded and not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.”

(f) Article 82

By deleting the existing Article 82 in its entirety and substituting therefor the following:

“82. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.”

(g) Article 83

By deleting the existing Article 83 in its entirety and substituting therefor the words “Intentionally left blank”.

(h) Article 84

By deleting the existing Article 84 in its entirety and substituting therefor the following:

“84. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote. In the case of any dispute as to the admission or rejection of any vote, the Chairman shall determine the same and such determination shall be final and binding.”

(i) Article 85

By deleting the existing Article 85 in its entirety and substituting therefor the words “Intentionally left blank”.

(j) Article 86

By deleting the existing Article 86 in its entirety and substituting therefor the words “Intentionally left blank”.

(k) Article 87

By deleting the existing Article 87 in its entirety and substituting therefor the following:

“87. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares or stipulated in the terms of issue of any shares, at any general meeting on a poll every member who (being an individual) is present in person or by proxy or (in the case of a member being a corporation) a representative duly authorised under section 115 of the Companies Ordinance shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up and shall have for every partly-paid share of which he is the holder the fraction of one vote equal to the proportion which the nominal amount paid up or credited as paid up thereon bears to the nominal value of the share (but no amount paid or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Article as paid up on the share). On a poll a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.”

(l) Article 90

By deleting the words “, whether on a show of hands or on a poll,” after the words “court having jurisdiction in lunacy may vote” in the 2nd line of the existing Article 90.

(m) Article 90A

By adding the following new paragraph in the existing Articles after Article 90:

“90A. Where any member is, under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”

(n) Article 92

By deleting the second sentence “On a poll votes may be given either personally or by proxy.” in the 3rd line of the existing Article 92.

(o) Article 94

By deleting the words “or poll” after the words “not less than forty-eight hours before the time for holding the meeting or adjourned meeting” in the 6th line of the existing Article 94 and by deleting the words “or on a poll demanded at a meeting or an adjourned meeting” after the words “except at an adjourned meeting” in the 10th line of the existing Article 94.

(p) Article 95

By adding the words “(provided that this shall not preclude the use of the two-way form)” after the words “as the Directors may from time to time approve.” in the 2nd line of the existing Article 95.

(q) Article 96

By deleting the words “to demand or join in demanding a poll and” after the words “deemed to confer authority” in the 2nd line of the existing Article 96.

(r) Article 109(B)

By deleting the existing Article 109(B) in its entirety and substituting therefor the following:

“109(B). Save as otherwise provided by these Articles, a Director shall not vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or any other proposal in which he or any of his associate is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;
- (ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (iii) any contract or arrangement concerning an offer of shares of debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iv) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company;
- (v) any proposal concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded to the employees to which such scheme or fund relates.”

(s) Article 109(E)

By deleting the existing Article 109(E) in its entirety and replaced with the word “Intentionally left blank”.

(t) Article 109(F)

By deleting the existing Article 109(F) in its entirety and replaced with the word “Intentionally left blank”.

(u) Article 135

By adding a new sentence “Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.” in the last sentence of the existing Article 135 after the words “this Article.”

(v) Article 164(B)

By deleting the existing Article 164(B) in its entirety and substituting therefor the following:

“Subject to paragraph (C) below, a copy of the relevant financial documents or the summary financial report shall, not less than 21 days before the meeting, be delivered or sent by post to the registered address of every member and debenture holder of the Company, or in the case of a joint holding to the member or debenture holder (as the case may be) whose name stands first in the appropriate register in respect of the joint holding. No accidental non-compliance with the provisions of this Article shall invalidate the proceedings at the meeting.”

(w) Article 164(C)

By adding the following new paragraphs after the existing Article 164(B):

“(C) Where a member or debenture holder of the Company has, in accordance with the Companies Ordinance and any rules prescribed by The Stock Exchange of Hong Kong Limited from time to time, consented to treat the publication of the relevant financial documents and/or the summary financial report on the Company’s computer network as discharging the Company’s obligation under the Companies Ordinance to send a copy of the relevant financial documents and/or the summary financial report, then subject to compliance with the publication and notification requirements of the Companies Ordinance and any rules prescribed by The Stock Exchange of Hong Kong Limited from time to time, publication by the Company on the Company’s computer network of the relevant financial documents and/or the summary financial report at least 21 days before the date of the meeting

shall, in relation to each such member or debenture holder of the Company, be deemed to discharge the Company's obligations under paragraph (B) above.

- (D) For the purpose of this Article, "relevant financial documents" and "summary financial report" shall have the meaning ascribed to them in the Companies Ordinance."

(x) Article 168

By deleting the existing Article 168 in its entirety and substituting therefor the following:

"168. Any notice or document to be given or issued under these Articles shall be in writing, except that any such notice or document to be given or issued by or on behalf of the Company under these Articles (including any "corporate communication" within the meaning ascribed thereto in the rules of The Stock Exchange of Hong Kong Limited) shall be in writing which may or may not be in a transitory form and may be recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form (including an electronic communication and publication on a computer network) whether having physical substance or not may be served or delivered by the Company by any of the following means subject to and to such extent permitted by and in accordance with the Companies Ordinance, the rules of The Stock Exchange of Hong Kong Limited and any applicable laws, rules and regulations:

- (i) personally;
- (ii) by sending it through the post in a properly prepaid letter, envelope or wrapper addressed to a member at his registered address as appearing in the Register of Members;
- (iii) by delivering or leaving it at such address as aforesaid;
- (iv) by advertisement in an English language newspaper and Chinese language newspaper in Hong Kong in accordance with the rules of The Stock Exchange of Hong Kong Limited;
- (v) by transmitting it as an electronic communication to the entitled person at such electronic address as he may have provided; or
- (vi) by publishing it on a computer network."

2. “**THAT** the Articles of the Company in the form of the document marked “A” and produced to this meeting and for the purpose of identification signed by the chairman of this meeting, which consolidates all of the proposed amendments referred to in Resolution 1 above and all previous amendments made pursuant to resolutions passed by the members of the Company at general meetings be approved and adopted as the new Amended and Restated Memorandum and Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of the Company with immediate effect.”

Yours faithfully
For and on behalf of the Board of
TLT Lottotainment Group Limited
Cheung Man Yau, Timothy
Chief Executive Officer and Executive Director

Hong Kong, 16 February 2012

Registered office:

Room A, 9th Floor

Fortis Tower

77-79 Gloucester Road

Wanchai

Hong Kong

Notes:

1. A member entitled to attend and vote at the extraordinary general meeting convened by the above notice is entitled to appoint one or, if he is a holder of more than one share, more proxies to attend and, subject to the provisions of the Articles of Association, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the extraordinary general 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 extraordinary general meeting is enclosed. Such form of proxy is also published on the website of the Stock Exchange at www.hkex.com. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited 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, at the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the extraordinary general meeting or any adjournment thereof, should he so wish and in such event, the proxy shall be deemed to be revoked.
3. In the case of joint holders of shares, any one of such holders may vote at the extraordinary general meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the special general 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.

As at the date of this notice, the executive Directors of the Company are Mr. Cheung Man Yau, Timothy, Mr. Lee Chi Shing, Caesar, Mr. Chan Kin Yip and Ms. Cheng Sze Man; and the independent non-executive Directors of the Company are Mr. Sung Wai Tak, Herman, Mr. Wong Lit Chor, Alexis and Mr. Fung Wai Shing.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange 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>