

APPENDIX 5

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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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 of Hong Kong Limited (the "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 of Hong Kong Limited (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 13 May 2010.

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 Director:
Wong Wai Sing (Chairman)
Cheung Man Yau, Timothy
Chan Kin Yip
Cheng Wing Hong

Independent Non-Executive Director:
Fung Wai Shing
Sung Wai Tak, Herman
Wong Lit Chor, Alexis

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 share	Approximate percentage of holding
	: Mr. Wong Wai Sing ("Mr. Wong") (Note 1)	3,350,000 68,000,000	0.51% 10.37%

Shiny Galaxy Enterprises Limited (Note 1)	68,000,000	10.37%
Mr. Wu Hong ("Mr. Wu") (Note 2)	50,000,000 25,000,000	7.62% 3.81%
Wonderful Source Limited (Note 2)	25,000,000	3.81%
Mr. Zhang Wei Ting ("Mr. Zhang") (Note 3)	4,500,000 38,296,000	0.69% 5.84%
Premier Capital Enterprises Limited (Note 3)	38,296,000	5.84%

Notes:

1. Mr. Wong owns 3,350,000 shares and 68,000,000 shares of the Company under his own name and the name of Shiny Galaxy Enterprises Limited respectively. Shiny Galaxy Enterprises Limited, which directly holds 68,000,000 Shares, is wholly owned by Mr. Wong, the Chairman and Executive Director of the Company. By virtue of Part XV of the SFO, Mr. Wong is deemed to be interested in these 68,000,000 Shares.
2. Mr. Wu owns 50,000,000 shares and 25,000,000 shares of the Company under his own name and the name of Wonderful Source Limited respectively. Wonderful Source Limited, which directly holds 25,000,000 Shares, is wholly owned by Mr. Wu. By virtue of Part XV of the SFO, Mr. Wu is deemed to be interested in these 25,000,000 Shares.
3. Mr. Zhang owns 4,500,000 shares and 38,296,000 shares of the Company under his own name and the name of Premier Capital Enterprises Limited respectively. Premier Capital Enterprises Limited, which directly holds 38,296,000 shares of the Company, is wholly owned by Mr. Zhang. By virtue of Part XV of the SFO, Mr. Zhang is deemed to be interested in these 38,296,000 Shares.

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 : Computershare Hong Kong Investor Services Limited
46th Floor, Hopewell Centre,
183 Queen's Road East, Hong Kong

Auditors : CCIF CPA Limited
34/F, The Lee Gardens.
33 Hysan Avenue, Causeway Bay, Hong Kong

B. Business activities

The Group's principle business activities include investment holding, provision of lottery-based mobile on-line game recharging services, and rendering of tourist routes and tour related services.

C. Ordinary shares

Number of ordinary shares in issue	: 655,757,575
Par value of ordinary shares in issue	: HK\$0.010
Board lot size (in number of shares)	: 2000
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 <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	: N/A
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	9,800,000	HK\$0.614	29 June 2009 to 28 June 2019

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 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 Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Cheng Wing Hong

Wong Wai Sing
by his lawful attorney, Cheng Wing Hong

Cheung Man Yau, Timothy
by his lawful attorney, Cheng Wing Hong

Chan Kin Yip
by his lawful attorney, Cheng Wing Hong

Fung Wai Shing
by his lawful attorney, Cheng Wing Hong

Sung Wai Tak, Herman
by his lawful attorney, Cheng Wing Hong

Wong Lit Chor, Alexis
by his lawful attorney, Cheng Wing Hong