

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 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 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 20 September 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

B. Business activities

The principle business activities of the Company and its subsidiaries 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 : 721,757,575

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 : 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	9,800,000	HK\$0.614	29 June 2009 to 28 June 2019
4 June 2010	39,000,000	HK\$0.34	4 June 2010 to 3 June 2020

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