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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)**

### **MEMORANDUM OF UNDERSTANDING IN RESPECT OF THE POSSIBLE ACQUISITION OF ENTIRE ISSUED SHARE CAPITAL OF HONGER MUSIC VENTURE LIMITED**

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

#### **MEMORANDUM OF UNDERSTANDING IN RESPECT OF THE POSSIBLE ACQUISITION**

The Board is pleased to announce that the Company entered into the non-legally binding MOU with the Vendor in relation to the Possible Acquisition on 26 March 2014.

The Target is a company incorporated in Hong Kong with limited liability and is principally engaged in the music entertainment business.

**The Board wishes to emphasize that the MOU is not legally binding and the Possible Acquisition may or may not proceed. If the Possible Acquisition is materialised, it may constitute a notifiable transaction on the part of the Company pursuant to the GEM Listing Rules. Shareholders and potential investors are urged to exercise caution when dealing in the securities of the Company. Further announcement in respect of the Possible Acquisition will be made by the Company in the event when any Formal Agreement has been signed.**

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

## **MEMORANDUM OF UNDERSTANDING IN RESPECT OF THE POSSIBLE ACQUISITION**

The Board is pleased to announce that on 26 March 2014 (after trading hours of the Stock Exchange), the Company entered into the non-legally binding MOU in relation to the Possible Acquisition.

### **THE MOU**

Date: 26 March 2014

Parties:

- (i) Vendor: Green Pole Development Inc.
- (ii) Purchaser: The Company

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendor and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

### **Major terms of the MOU**

#### *Assets to be transferred*

Under the MOU, the Company intends to acquire and the Vendor intends to dispose the entire issued share capital of the Target.

#### *Due Diligence Review*

The Company will commence the due diligence review and analysis of the Target after the execution the MOU. Each party will bear its own costs and expenses in relation to the due diligence review, provided that the Vendor will not be required to incur any extraordinary expense in compiling or obtaining information requested by the Company.

#### *Exclusivity Period*

Under the MOU, it is agreed that the Vendor will not within three months from the date of the MOU negotiate with any party other than the Company for the Possible Acquisition. The exclusivity period may be extended by the mutual agreement of the parties.

#### *Other terms*

Both the Company and the Vendor will proceed to the negotiation for a legally-binding Formal Agreement.

### *Non legally-binding effect*

The MOU does not constitute legally binding commitment in respect of the Possible Acquisition. The Possible Acquisition is subject to the execution and completion of the Formal Agreement.

### **Information of the Target**

The Target is a company incorporated in Hong Kong with limited liability and is principally engaged in the music entertainment business.

**The Board wishes to emphasize that the MOU is not legally binding and the Possible Acquisition may or may not proceed. If the Possible Acquisition is materialised, it may constitute a notifiable transaction on the part of the Company pursuant to the GEM Listing Rules. Shareholders and potential investors are urged to exercise caution when dealing in the securities of the Company. Further announcement in respect of the Possible Acquisition will be made by the Company in the event when any Formal Agreement has been signed.**

### **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Board”	the board of Directors from time to time
“Company”	TLT Lottotainment Group Limited, a company incorporated in Hong Kong with limited liability, the issued shares of which are listed on GEM (stock code: 8022)
“connected persons”	has the meaning ascribed to it in the GEM Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“Formal Agreement”	the formal sale and purchase agreement which may or may not be entered into in relation to the Possible Acquisition
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“MOU”	the non-legally binding memorandum of understanding dated 26 March 2014 entered into between the Company and the Vendor setting out the preliminary understanding in relation to the Possible Acquisition

“Possible Acquisition”	the possible acquisition by the Company from the Vendor of the entire issued share capital of the Target as contemplated in the MOU
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target”	Honger Music Venture Limited, a company incorporated in Hong Kong with limited liability, which is wholly and beneficially owned by the Vendor
“Vendor”	Green Pole Development Inc., a company incorporated in Vanuatu, which is the beneficial owner of the entire issued share capital of the Target
“%”	per cent
“HK\$”	Hong Kong dollars

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

Hong Kong, 26 March 2014

*As of the date hereof, the executive directors of the Company are Mr. Au Yeung Yiu Chung, Ms. Lin Yan Jenny and Mr. Wu Wenbei and the independent non-executive directors of the company are Mr. Ho Kenneth Kai Chung, Ms. Lam Yuk Ying, Elsa, Mr. Liu Kwong Sang and Mr. Yiu Yuen Kai.*

*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 <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>.*