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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)

SECOND SUPPLEMENTAL MEMORANDUM OF UNDERSTANDING IN RELATION TO A PROPOSED ACQUISITION

This announcement is made by TLT Lottotainment Group Limited (the “**Company**”) pursuant to Rule 17.10 of the GEM Listing Rules and Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Reference is made to the announcement of the Company dated 6 November 2013 (the “**Announcement**”) in relation to the memorandum of understanding dated 6 November 2013 (the “**MOU**”) entered into between the Prospective Vendor and the Company in relation to the Possible Acquisition and the announcement made by the Company on 6 February 2014 (the “**Supplemental MOU**”) relating to the supplemental memorandum of understanding entered into between the Prospective Vendor and the Company to extend the exclusivity period under the MOU to 5 May 2014. Unless otherwise defined herein or the context requires otherwise, capitalised terms used herein shall have the same meanings as defined in the Announcement.

As additional time is required for, among other things, completing the due diligence works and negotiating the terms for the transaction documents for the Proposed Acquisition, the Prospective Vendor and the Company have entered into a second supplemental memorandum of understanding (the “**2nd Supplemental MOU**”) on 5 May 2014 to further extend the exclusivity period under the MOU to 5 August 2014 or such further period as may be agreed by the parties in writing.

The MOU, the Supplemental MOU and the 2nd Supplemental MOU are not legally binding with regard to the Proposed Acquisition, it may or may not proceed. Shareholders and investors are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 5 May 2014

As of the date hereof, the executive directors of the Company are Ms. Lin Yan Jenny and Mr. Wu Wenbei; and the independent non-executive directors of the Company are, 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 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>.