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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)

EXPIRY OF LONG STOP DATE AND TERMINATION OF MAJOR TRANSACTION IN RELATION TO ACQUISITION OF 100% ISSUED SHARE CAPITAL OF GRACE PROFIT, INVOLVING ISSUE OF CONSIDERATION SHARES AND CONVERTIBLE BONDS UNDER SPECIFIC MANDATE

Reference are made to the announcements of TLT Lottotainment Group Limited (the “**Company**”) dated 29 October 2013, 19 November 2013, 3 December 2013, 19 December 2013, 30 January 2014, 21 February 2014, 21 March 2014, 25 April 2014, 28 April 2014, 23 May 2014 and 25 June 2014 in relation to the acquisition of 100% issued share capital of Grace Profit which constitutes a major transaction of the Company (the “**Announcements**”). Capitalized terms used herein shall have the same meanings as those defined in the Announcements unless the context requires otherwise.

Pursuant to the Acquisition Agreement dated 29 October 2013 and the supplemental agreement dated 28 April 2014, the acquisition of the Sale Interest, representing (i) the entire issued share capital of the Target Company and; (ii) the entire unsecured, interest free shareholder’s loan owing by the Target Company to Vendor A, is subject to the fulfillment of the conditions precedent on or before 28 July 2014 (the “**Long Stop Date**”).

Upon expiry of the Long Stop Date and as at the date of this announcement, the conditions precedent have not been fully fulfilled, the Company hereby announces that after trading hours on 29 July 2014, the Purchaser has served a written notice to the Vendors terminating the Acquisition Agreement (the “**Termination**”) in accordance with the terms of the Acquisition Agreement after the expiry of the Long Stop Date. Pursuant to the terms of the Acquisition Agreement, in the event of the Termination, subject to the provision stated in the Acquisition Agreement, neither the Purchaser nor the Vendor shall have any liabilities towards each other.

The Board considers that the Termination will not have any material adverse impact on the operation and financial position of the Group.

By the order of the Board
TLT Lottotainment Group Limited
Wu Wenbei
Executive Director

Hong Kong, 29 July 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>.