

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, 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 joint announcement.

This joint announcement appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of MelcoLot Limited.



500.com Limited

*(Incorporated in the Cayman Islands
with limited liability)*

(NYSE stock code: WBAI)



MelcoLot Limited

*(Incorporated in the Cayman Islands
with limited liability)*

(Stock Exchange Stock Code: 8198)

JOINT ANNOUNCEMENT

(1) COMPLETION OF THE ACQUISITION OF SALE SHARES BY THE OFFEROR UNDER THE SHARE PURCHASE AGREEMENT

(2) CONDITIONAL MANDATORY CASH OFFERS BY CCB INTERNATIONAL CAPITAL LIMITED FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES OF, AND CANCEL ALL OUTSTANDING OPTIONS OF, MELCOLOT LIMITED (OTHER THAN THOSE ALREADY OWNED BY OR AGREED TO BE ACQUIRED BY THE OFFEROR AND THE PARTIES ACTING IN CONCERT WITH IT)

(3) APPOINTMENT OF INDEPENDENT FINANCIAL ADVISOR

(4) APPOINTMENT OF CHIEF FINANCIAL OFFICER

AND

(5) CHANGE OF ADDRESS OF HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Financial adviser to the Offeror



Reference is made to the announcement jointly issued by 500.com Limited (the “**Offeror**”) and MelcoLot Limited (the “**Company**”) dated 29 May 2017 (the “**Joint Announcement**”). Unless defined herein or the context otherwise requires, capitalized terms and expressions used in this joint announcement have the respective meanings given to them in the Joint Announcement.

COMPLETION OF THE ACQUISITION OF SALE SHARES BY THE OFFEROR UNDER THE SHARE PURCHASE AGREEMENT

The Company was informed by the Vendor and the Offeror that Completion took place on 6 June 2017.

Immediately following Completion and as at the date of this joint announcement, the Offeror and parties acting in concert with it hold 1,278,714,329 Shares, representing approximately 40.65% of the issued share capital of the Company as at the date of this joint announcement.

CONDITIONAL MANDATORY CASH OFFERS

CCB International will make the Offers on behalf of the Offeror on the terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code on the following basis:

The Share Offer

For each Offer ShareHK\$0.252 in cash

The Share Offer Price of HK\$0.252 per Offer Share is the same as the purchase price per Sale Share under the Share Purchase Agreement.

The Option Offer

For cancellation of each Option with an exercise price of:

HK\$0.263 (390,510 Options in total)	HK\$0.0001 in cash
HK\$0.109 (446,297 Options in total)	HK\$0.143 in cash
HK\$0.638 (2,850,728 Options in total)	HK\$0.0001 in cash
HK\$0.511 (31,334,871 Options in total)	HK\$0.0001 in cash
HK\$0.465 (81,708,000 Options in total)	HK\$0.0001 in cash

The Option Offer Price represents the amount by which the Share Offer Price exceeds the exercise price of the relevant Option. In respect of Option with an exercise price higher than the Share Offer Price, the Option Offer Price is at a nominal amount of HK\$0.0001.

The Option Offer will be extended to all Optionholders in accordance with the Takeovers Code.

The Share Offer will be conditional upon the Offeror having received valid acceptances of the Offer Shares which, together with the Shares acquired or agreed to be acquired by the Offeror and the parties acting in concert with it before or during the Offer Period, will result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights of the Company. The Option Offer will be conditional upon the Share Offer becoming or being declared unconditional in all respects.

As at the date of this joint announcement, there are 3,145,656,900 Shares in issue and 116,730,406 Options. Save as disclosed above, there were no other outstanding options, warrants, derivatives or convertible securities which may confer any rights to the holder(s) thereof to subscribe for, convert or exchange into Shares.

DESPATCH OF COMPOSITE DOCUMENT

The Offeror and the Company intend that the offer document from the Offeror and the board circular from the Company be combined in the Composite Document.

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document setting out, among other things, (i) details of the Offers (including the expected timetable and terms and conditions of the Offers); (ii) financial information of the Group; (iii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders and Optionholders in relation to the Offers; and (iv) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Offers, together with the relevant Form(s) of Acceptance, will be despatched by the Offeror and the Company jointly to the Shareholders and the Optionholders in accordance with the Takeovers Code, within 21 days after the date of the Joint Announcement or such later date as may be permitted by the Takeovers Code and agreed by the Executive and in compliance with the requirements of the Takeovers Code and other applicable regulations.

A letter containing details of the Option Offer will also be despatched to the Optionholders at or around the same time as the despatch of the Composite Document.

An announcement will be made upon despatch of the Composite Document.

Shareholders and Optionholders are strongly advised to read the Composite Document carefully before deciding whether or not to accept the Offers.

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISOR

The Board is pleased to announce that Beijing Securities Limited, a corporation licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Offers and such appointment has been approved by the Independent Board Committee. The advice of the independent financial adviser to the Independent Board Committee and the Independent Shareholders will be included in the Composite Document to be despatched to the Shareholders and the Optionholders.

APPOINTMENT OF CHIEF FINANCIAL OFFICER

The Board announces that Ms. Huang Lilan has been appointed as the chief financial officer of the Company with effect from 6 June 2017. Ms. Huang Lilan has more than a decades' experience in accounting, auditing, taxation and financial management. Prior to joining the Company, Ms. Huang served as the financial director of a subsidiary of the Offeror since 2011. Ms. Huang also served as senior auditor at Ernst & Young from 2006 to 2011. She received a bachelor's degree in business and finance from the University of International Business and Economics in 2005 and has been professionally certified by the Institute of Management Accountants.

The Board expresses its warmest welcome to Ms. Huang for joining the Company.

CHANGE OF ADDRESS OF HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

The Board announces that the address of the head office and the principal place of business of the Company in Hong Kong has been changed to Room 2001, 20/F, China Merchant Tower, Shun Tak Centre, 168-200 Connaught Road, Hong Kong with effect from 6 June 2017.

By order of the board of
500.com Limited
Pan Zhengming
Director

By order of the Board of
MelcoLot Limited
Ko Chun Fung, Henry
Executive Director and Chief Executive Officer

Hong Kong, 6 June 2017

As at the date of this joint announcement, the Board comprises the following Directors:

Executive Directors:

Mr. Ko Chun Fung, Henry
Mr. Tsang Yuen Wai, Samuel
Mr. Tam Chi Wai, Dennis

Non-executive Director:

Mr. Tsui Che Yin, Frank

Independent non-executive Directors:

Mr. Tsoi, David
Mr. Pang Hing Chung, Alfred
Ms. Chan Po Yi, Patsy

This joint 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 joint announcement (other than the information relating to the Offeror and parties acting in concert with it, the Share Purchase Agreement and the terms and conditions of the Offers) 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 joint announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Offeror and parties acting in concert with it, the Share Purchase Agreement and the terms and conditions of the Offers) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the directors of the Offeror are Lian Qi, Bo Yu, and Zhengming Pan; the independent directors are Honghui Deng, Yu Wei, Qian Sun and Angel Yan Ki Wong. All directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

This joint announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the date of its posting and on the website of the Company at www.melcolot.com.

In the case of inconsistency, the English text of this joint announcement shall prevail over the Chinese text.