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China Mobile Games and Cultural Investment Limited

中國手遊文化投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8081)

VOLUNTARY ANNOUNCEMENT HK SBT LICENCE AGREEMENT

On 24 June 2014, after trading hours, Golden Weapon (a wholly-owned subsidiary of the Company) entered into the HK SBT Licence Agreement with HK SBT, pursuant to which Golden Weapon grants the Operating Licence to HK SBT for the Licence Period.

This is a voluntary announcement made by the Company.

On 24 June 2014, after trading hours, Golden Weapon (a wholly-owned subsidiary of the Company) entered into the HK SBT Licence Agreement with HK SBT, pursuant to which Golden Weapon grants the Operating Licence to HK SBT for the Licence Period.

Major terms of the HK SBT Licence Agreement are set out below.

HK SBT LICENCE AGREEMENT

Date

24 June 2014

Parties

- (i) Golden Weapon as the grantor; and
- (ii) HK SBT as the grantee.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, HK SBT and its ultimate beneficial owners are third parties independent of the Company and connected persons (as defined in the GEM Listing Rules) of the Company, save that Best Faith Limited (a wholly-owned subsidiary of the Company) holds 5% of the issued share capital of Mighty Eight Investments Limited, which in turn holds 100% of the issued share capital of HK SBT.

The principal business activity of HK SBT is development and operation of mobile-online games. It is also responsible for marketing and distribution of games developed by its controlled companies to the international markets including Japan, Korea, United States, Taiwan, Malaysia, Macau and Singapore.

HK SBT and its controlled companies is one of the pioneers in the mobile-online game market and is well known for its original SanGuo-themed games, namely SanGuo-Mobile (手機三國), which is popular in the Greater China and South East Asia regions and ranked high on various digital distribution platforms for mobile application software, including Google Play and App Store. In March 2014, a new mobile game, namely, Voyage-Mobile (手機大航海) was launched in various digital distribution platforms for mobile application software, including Google Play, in South East Asia markets.

Subject Matter of the HK SBT Licence Agreement

Golden Weapon grants the Operating Licence to HK SBT for the Licence Period.

Licence fee

Golden Weapon and HK SBT will share the income from the service fee paid by the users of the Game in accordance with the terms of the HK SBT Licence Agreement.

REASONS FOR AND BENEFITS OF THE HK SBT LICENCE AGREEMENT

The Group is principally engaged in (i) design and research and development of mobile-online games and identifying and securing intellectual property rights for onward sale or licensing; (ii) provision of IT services; (iii) money lending business; (iv) provision of medical diagnostic and health check services; and (v) securities and property investments business.

As set out in the Company's announcement dated 28 May 2014, on 28 May 2014, WildHammer as the grantor and Golden Weapon as the grantee entered into the WildHammer Licence Agreement, pursuant to which Golden Weapon was granted with the Operating Licence for the Licence Period. The Directors consider that as HK SBT has substantial

experience in operation of mobile-online games in the Regions, the entering into of the HK SBT Licence Agreement will assist the Group to perform its obligations under the WildHammer Licence Agreement. The Board consider that the terms of the HK SBT Licence Agreement are on normal the commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The transactions contemplated under the HK SBT Licence Agreement do not constitute notifiable transactions of the Company for the purpose of Chapter 19 of the GEM Listing Rules.

DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Board”	the board of Directors
“Company”	China Mobile Games and Cultural Investment Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Growth Enterprise Market of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Game”	the mobile device online game developed by WildHammer called “戰略傳奇” (English name for identification only, The Rune Rush)
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange
“Golden Weapon”	Golden Weapon Limited, a company incorporated in Hong Kong with limited liability and is a wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“HK SBT”	Something Big Technology Company Limited, a company incorporated in Hong Kong with limited liability

“HK SBT Licence Agreement”	the licence agreement dated 24 June 2014 and entered into between the Company and HK SBT
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Licence Period”	a period of three years from the date when the Game commences operation in the Regions
“Operating Licence”	the exclusive licence to operate the Game (i.e. to maintain the relevant procedure, software and hardware and undertake the marketing, sales and customer services) in the Regions
“PRC”	the People’s Republic of China excluding, for the purpose of this announcement, Hong Kong, Macau and Taiwan
“Regions”	the regions of southeast Asia, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Shareholder(s)”	the shareholder(s) of the Company
“WildHammer”	上海蠻錘數碼科技有限公司 (English name for identification only, Shanghai WildHammer Digital Technology Co., Ltd.), a company incorporated in the PRC with limited liability
“WildHammer Licence Agreement”	the licence agreement dated 28 May 2014 and entered into between the Company and WildHammer, details of which are set out in the Company’s announcement dated 28 May 2014

On behalf of the Board
China Mobile Games and Cultural Investment Limited
Zhang Xiongfeng
Chairman

Hong Kong, 24 June 2014

As at the date of this announcement, the Board comprises (i) three executive Directors, namely Mr. Zhang Xiongfeng, Mr. Zhang Peiao and Mr. Hung Kenneth, and (ii) three independent non-executive Directors, namely Mr. Wong Siu Keung, Joe, Mr. Wong Ching Yip and Mr. Luk Chi Shing.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in the 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 “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for a minimum period of seven days from the date of its publication and on the website of the Company at <http://www.computech.com.hk> (or with effect from 2 July 2014, <http://www.cmgc.com.hk>).