

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



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)**

## **GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rule 23.06A of the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

The board (“**Board**”) of directors (“**Directors**”) of China Mobile Games and Cultural Investment Limited (“**Company**”, together with its subsidiaries as the “**Group**”) announces that on 19 June 2014, the Company has granted to seven eligible persons (“**Grantees**”, each a “**Grantee**”), subject to acceptance by the Grantees, share options (“**Options**”) to subscribe for an aggregate of 190,545,242 ordinary shares of HK\$0.1 each in the share capital of the Company (“**Shares**”) (upon exercise in full and subject to adjustment in accordance with the share option scheme adopted by the Company on 10 November 2010 (“**Share Option Scheme**”)) under the Share Option Scheme. Details of the Options are set out below:

Date of grant	:	19 June 2014 (“ <b>Date of Grant</b> ”)
Subscription price of Options granted	:	HK\$0.14 per Share
Total number of Shares to be issued upon exercise in full of the Options granted	:	190,545,242 Shares
Closing price of the Shares on the Date of Grant	:	HK\$0.14 per Share
Vesting date of the Options	:	31 December 2015
Validity period of the Options	:	1 January 2016 to 30 June 2016

Consideration for the grant of the Options : HK\$1.00 to be paid by each Grantee upon the acceptance of the Options granted

As at the Date of Grant, the Company had 1,905,452,430 Shares in issue.

Among the Options granted, Options entitling the holders thereof to subscribe for an aggregate of 95,272,622 Shares were conditionally granted to two executive Directors (“**Director Options**”). Details of the Director Options are as follows:

<b>Name of the Grantee</b>	<b>Capacity</b>	<b>Number of underlying Shares</b>
Zhang Xiongfeng	Executive Director and chairman of the Board	57,163,573
Zhang Peiao	Executive Director and chief executive officer	38,109,049

The grant of the Director Options has been reviewed and approved by the independent non-executive Directors in accordance with Rule 23.04(1) of the GEM Listing Rules.

Pursuant to the Note to Rule 23.03(4) of the GEM Listing Rules, where a grant of options to a grantee will result in the Shares issued and to be issued upon exercise of the options granted (including exercised and outstanding options) in the 12-month period exceeding 1% of the Shares in issue (“**Individual Limit**”), the grant of options to the grantee must be approved by Shareholders at a general meeting at which the grantee and his associates shall abstain from voting.

In addition, pursuant to Note 1 to Rule 23.03(3) of the GEM Listing Rules, the total number of Securities which may be issued upon exercise of all options to be granted under the Share Option Scheme (excluding options lapsed in accordance with the terms of the Share Option Scheme) and any other schemes of the Company must not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme (“**10% General Limit**”), unless the Company seeks approval by Shareholders at a general meeting for “refreshing” the 10% General Limit.

As (a) the total number of Shares issued and to be issued upon exercise of each of the Director Options exceeded the Individual Limit; and (b) the grant of the Director Options is beyond the 10% General Limit, the grant of each of the Director Options is conditional upon:

- (1) the approval by the shareholders of the Company (“**Shareholders**”) at the general meeting of the Company in accordance with the Note to Rule 23.03(4) of the GEM Listing Rules;
- (2) the approval of the refreshment of the 10% General Limit by the Shareholders at the general meeting of the Company; and

- (3) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such number of Shares which may fall to be allotted and issued pursuant to the exercise of the options granted under the refreshed 10% General Limit.

The Board proposes to seek, among others, the approval of the Shareholders for the grant of the Options to the two executive Directors and the refreshment of the 10% General Limit at the extraordinary general meeting of the Company (“EGM”) to be convened. Each of Mr. Zhang Xiongfeng and Mr. Zhang Peiao and his associates (as defined in the GEM Listing Rules) shall abstain from voting on the resolutions approving the grant of the Options to him. A circular containing, among others, details of the Director Options and the refreshment of the 10% General Limit and the notice of EGM, will be despatched to the Shareholders in due course.

Save as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholder of the Company, or any of their respective associate(s) (as defined in the GEM Listing Rules).

By the order of the Board  
**China Mobile Games and Cultural Investment Limited**  
**Hung Kenneth**  
*Executive Director*

Hong Kong, 19 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>).*