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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: COOPERATION AGREEMENT

THE COOPERATION AGREEMENT

On 5 March 2015, after trading hours, Jixiang Information Technology, a wholly-owned subsidiary of the Company, and Shanghai Saiguo entered into the Cooperation Agreement, pursuant to which Jixiang Information Technology and Shanghai Saiguo have agreed to cooperate with each other to hold the mobile and online Silk Road Knowledge Quizzes Competition in 2015.

This is a voluntary announcement made by the Company.

THE COOPERATION AGREEMENT

On 5 March 2015, after trading hours, Jixiang Information Technology, a wholly-owned subsidiary of the Company, and Shanghai Saiguo entered into the Cooperation Agreement, major terms of which are set out below:

Date:

5 March 2015

Parties:

- (1) Jixiang Information Technology; and
- (2) Shanghai Saiguo.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save that Shanghai Saiguo is owned as to 3% by Mr. Zhang Xiongfeng, the Chairman and an executive Director, each of Shanghai Saiguo and its ultimate beneficial owners is an Independent Third Party. Shanghai Saiguo is a company incorporated in the PRC which principally engaged in (i) carrying on children educational activities by coordination with various government agencies, educational institutions, social organisations and international enterprises; and (ii) the provision of integrated marketing services and public relations activities.

Subject matter of the Cooperation Agreement:

Pursuant to the Cooperation Agreement, Jixiang Information Technology and Shanghai Saiguo have agreed to cooperate with each other in a children educational activity namely Silk Road Knowledge Quizzes Competition launched by 全國少年兒童「雙有」活動組委會 (in English, for identification purpose, the activity organizing committee of the China Shuanyou for the Youth and Children). Primary school students in the PRC are the target participants of the Silk Road Knowledge Quizzes Competition.

Jixiang Information Technology shall be responsible for, among others, (i) design, development and production of the web version and mobile application of the program (“**Program**”) namely “我是小小中國通－絲路文化之旅” (in English, for identification purpose, “I Am Little Chinese Hand – Silk Road Cultural Tour”) used in the Silk Road Knowledge Quizzes Competition; and (ii) maintaining the system and server of the Program.

Shanghai Saiguo shall be responsible for, among others, (i) providing the documents and contents of the quizzes to Jixiang Information Technology for inclusion in the Program; (ii) promotion of the Silk Road Knowledge Quizzes Competition in target schools; and (iii) liaising and communicating with relevant government authority and organizer in relation to the Silk Road Knowledge Quizzes Competition.

Term of the Cooperation Agreement:

The term of the Cooperation Agreement commences on the date of the Cooperation Agreement to 31 October 2015, with the Silk Road Knowledge Quizzes Competition to be held from 20 May 2015 to 20 September 2015.

Other terms of the Cooperation Agreement:

Jixiang Information Technology shall own all copyrights and intellectual property of the output designed and developed by it (including but not limited to the Program written for the Silk Road Knowledge Quizzes Competition). Shanghai Saiguo shall own all copyrights and intellectual property in relation to the quizzes provided to Jixiang Information Technology for the purpose of the activity.

During the term of the Cooperation Agreement, Jixiang Information Technology may promote the Silk Road Knowledge Quizzes Competition to suitable advertisement sponsors and Jixiang Information Technology shall be entitled to the income (including but not limited to monetary and physical sponsorship items) therefrom solely.

Both Jixiang Information Technology and Shanghai Saiguo shall bear its own costs incurred and may on its own initiative promote the Silk Road Knowledge Quizzes Competition to any suitable sponsors. Any revenue or income generated from sponsorship shall belong to the relevant party and sharing of such revenue or income between Jixiang Information Technology and Shanghai Saiguo is not required.

REASONS FOR AND BENEFITS OF THE COOPERATION

The Group is principally engaged in (i) mobile-online game business and provision of games related integral marketing services; (ii) money lending business; (iii) provision of medical diagnostic and health check services; and (iv) securities investments business.

The Directors consider that the Cooperation would act as a starting point of the Group to explore potential business opportunity in building an educational platform through developing mobile applications and computer softwares. It is also believed that, through the Cooperation, the Group may develop sustainable business relationship with Shanghai Saiguo and create commercial value for future cooperation with Shanghai Saiguo.

The Board considers that the terms of the Cooperation Agreement are normal commercial terms and are fair and reasonable and the entering into of the Cooperation Agreement is in the interests of the Company and the shareholders of the Company as a whole.

GENERAL

The transaction contemplated under the Cooperation Agreement does not constitute notifiable transaction of the Company for the purpose of Chapter 19 of the GEM Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

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| “Board” | the board of Directors |
| “Cooperation” | the cooperation between Jixiang Information Technology and Shanghai Saiguo to hold the Silk Road Knowledge Quizzes Competition |
| “Company” | China Mobile Games and Cultural Investment Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM |
| “Cooperation Agreement” | the cooperation agreement dated 5 March 2015 entered into between Jixiang Information Technology and Shanghai Saiguo in relation to the Cooperation |
| “Director(s)” | the director(s) of the Company |
| “GEM” | the Growth Enterprise Market of the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on the GEM of the Stock Exchange |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Independent Third Party” | a party who is a third party independent of the Company and its connected persons (within the meaning of the GEM Listing Rules) and their respective associates (within the meaning of the GEM Listing Rules) |
| “Jixiang Information Technology” | 迹象信息技术(上海)有限公司 (unofficial English name for identification purpose, Jixiang Information Technology (Shanghai) Co., Ltd.), a wholly foreign-owned enterprise established in the PRC on 30 June 2014 and a wholly-owned subsidiary of the Company |

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| “PRC” | the People’s Republic of China excluding, for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| “Shanghai Saiguo” | 上海賽果文化傳播有限公司 (in English, for identification purpose, Shanghai Saiguo Cultural Media Limited), a company incorporated in the PRC with limited liability |
| “Silk Road Knowledge Quizzes Competition” | the knowledge quizzes competition in relation to the Silk Road titled “我是小小中國通－絲路文化之旅” (in English, for identification purpose, “I Am Little Chinese Hand – Silk Road Cultural Tour”) launched by 全國少年兒童「雙有」活動組委會 (in English, for identification purpose, the activity organizing committee of the China Shuanyou for the Youth and Children) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

By the Order of the Board
China Mobile Games and Cultural Investment Limited
Zhang Peiao
Executive Director

5 March 2015

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 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.cmgc.com.hk>.