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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)

COMPLETION OF PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

Placing Agent



GREAT ROC
CAPITAL SECURITIES LIMITED
鴻騰資本證券有限公司

The Board is pleased to announce that the conditions precedent set out in the Placing Agreement have been fulfilled and completion of the Placing took place on 21 August 2015 as agreed between the Company and the Placing Agent.

An aggregate of 2,500,002,000 Placing Shares, representing approximately 43.85% of the issued share capital of the Company immediately after completion of the Placing, have been successfully placed to not less than six Placees, who and whose ultimate beneficial owners are Independent Third Parties. The net proceeds from the Placing are approximately HK\$240 million.

Reference is made to the circular of China Mobile Games and Cultural Investment Limited (“**Company**”) dated 23 July 2015 (“**Circular**”) in relation to the Placing. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the conditions precedent set out in the Placing Agreement have been fulfilled and completion of the Placing took place on 21 August 2015 as agreed between the Company and the Placing Agent.

An aggregate of 2,500,002,000 Placing Shares, representing approximately 43.85% of the issued share capital of the Company immediately after completion of the Placing, have been successfully placed to not less than six Placees, who and whose ultimate beneficial owners are Independent Third Parties, at the Placing Price of HK\$0.1 per Placing Share.

The net proceeds from the Placing are approximately HK\$240 million.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company immediately before completion of the Placing and immediately after completion of the Placing:

Shareholders (Note 1)	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Turbo Pointer Limited (Note 2)	381,078,000	11.90	381,078,000	6.68
The Placees (Note 3)	–	–	2,500,002,000	43.85
Other public Shareholders	2,820,050,430	88.10	2,820,050,430	49.47
Total	3,201,128,430	100.00	5,701,130,430	100.00

Notes:

1. The number of existing Shares held by the Shareholders mentioned in the table above is based on the register of members of the Company and/or information as published on the website of the Stock Exchange as at 21 August 2015.
2. Turbo Pointer Limited is wholly-owned by Mr. Zhang Xiongfeng, an executive Director and the chairman of the Company.
3. None of the Placees has become a substantial shareholder of the Company upon the completion of the Placing. Accordingly, the shareholding held by the Placees is regarded as held by the public.

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

21 August 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>.