Embargoed for release 07:01 11th August 2015

PCG Entertainment Plc

("PCGE", the "Company" or the "Group")

PCG Entertainment Plc / Index: AIM / Epic: PCGE

Re-admission to Trading on AIM
Proposed acquisition of Center Point Development Corporation
Notice of General Meeting

PCG Entertainment Plc (AIM: PCGE), the AIM listed Asia-Pacific online gaming and associated media company announces that is has entered into a conditional agreement to acquire the issued share capital of Center Point Development Corporation.

CPDC is a profitable distributor of gaming software and ancillary services in Asia. PCGE's acquisition of CPDC is complementary to the Group's existing interests. PCGE Directors consider that the cash flow expected to be generated by CPDC should be transformative to the Group, bringing anticipated substantial free cash for utilisation across the Group. These aspects particularly should enable the Group to develop and enhance all of the businesses within the Enlarged Group.

Since CPDC began generating income in 2013, it has experienced rapid growth in revenues and profits. From revenue of $1.3 million, with a loss before tax of $0.1 million in the year ending 31 December 2013, revenues grew to $9.4 million in 2014 with profit before tax of over $2.3 million. From January to April 2015, revenue grew by 29 per cent. The management of CPDC expect further steady growth from the existing business and that additional agents and software developers will be added to the CPDC portfolio.

The Acquisition will represent a reverse takeover under the AIM Rules. As a consequence, the Directors are seeking shareholder approval for the Acquisition at a General Meeting of the Company, to be convened for 10.00 a.m. on 26 August 2015 at the offices of the Company at G1 Haven Court, 5 Library Ramp, Gibraltar.

CEO Nick Bryant said:
"PCG Entertainment's acquisition of the profitable Center Point Development Corporation (CPDC) and subsequent reverse merger is expected to be transformational for the Group. We will continue to focus on growing the Group's businesses organically and the anticipated cashflow from CDPC will enable us to accelerate this growth through strategic acquisitions. The merger also increases the number of territories in which the Group has a presence and enables us to benefit from the gaming experience, local knowledge and strong relationships the CDPC management has built up in the region amongst major gaming software distributors and agents.

We hope that the enlarged Group will be well placed to take advantage of a growing market."

Below are extracts from the Admission Document. Notice of the General Meeting and the Admission Document have both been sent to Shareholders today and are available to view on the Company's website, www.pcge.com. Further to the publication of the Admission Document and the Company's report and accounts, published earlier today, the Company will be readmitted to trading on AIM at 8am today, being 11 August 2015.

- ends -

Enquiries:

PCG Entertainment Plc www.pcge.com

Nick Bryant, Chief Executive Officer Tel: +44 20 7562 7653
Tel: +44 77 3632 7041

Richard Poulden, Non-executive Deputy Chairman Tel: +44 77 0341 2817

Sanlam Securities UK Limited

Simon Clements/Virginia Bull Tel: +44 20 7628 2200

Beaufort Securities Limited

Elliot Hance/Saif Janjua Tel: +44 20 7382 8300

Damson PR

Abigail Stuart-Menteth Tel: +44 7855 526550

Sandra Spencer Tel: +44 7749 813717

Introduction and background

At the time of the Company's admission to trading on AIM in December 2014, the Board stated that it anticipated further strong economic growth in the Asia-Pacific region. In addition, the Board expected that growth in internet penetration and disposable income, combined with more stringent regulation around the gaming market in that region, would be key drivers to the Group's future development, enabling it to capitalise on the Licences and the authorisations already held within the PCGE Group.

The Board remains of this opinion and it was with this in mind that the Directors were delighted to announce on 13 February 2015 that the Company had identified a potential acquisition target in the form of CPDC and had entered into an option to acquire it. CPDC is a profitable distributor of gaming software and ancillary services in Asia. The acquisition of CPDC is complementary to the Group's existing interests, in particular HLC which is an authorised sports lottery reseller and HPC which offers poker tournaments on the Chinese mainland, in both of which the Group has options to acquire minority stakes.

The Directors believe that the Acquisition provides additional strategic size across the PCGE Group's existing businesses' target markets and is expected to enable the leveraging and augmentation of the networks and relationships of the Directors. In addition, the Directors consider that the cash flow expected to be generated by CPDC should be transformative to the Group, bringing anticipated substantial free cash for utilisation across the Group. These aspects particularly should enable the Group to develop and enhance all of the businesses within the Enlarged Group.

PCGE is proposing to acquire the entire issued share capital of CPDC from the CPDC Shareholders for an initial consideration of $10,000,000 (less the Option Price already paid), which is to be satisfied by the issue of the Initial Consideration Shares and a maximum deferred consideration of $10,000,000, which is to be satisfied by the issue of Further Consideration Shares in accordance with the terms of the CPDC Acquisition Agreement.

In connection with the Proposals, the Company proposes to apply for the admission of the Enlarged Share Capital to trading on AIM. The Acquisition is conditional, inter alia, upon the approval of the Resolution by Shareholders at the General Meeting and/or on Admission. It is expected that Admission will become effective and dealings in the Enlarged Share Capital will commence on AIM on 28 August 2015.

Background information on CPDC

Introduction and history

CPDC was incorporated in Belize on 23 December 2008 by Amber Nominees Limited, as agent for Heng Jui Lin, a Shareholder in the Company and brother of Kung Min Lin, Non-Executive Chairman of the Company. CPDC's business was subsequently established and commenced trading in 2013 (having entered into a usage rights agreement with Kenmore Venture Limited in August 2012) distributing third party gaming products and customer relationship management services to agents in Asia. Heng Jui Lin has been the sole director of CPDC since incorporation and, with assistance from Kung Min Lin, has been responsible for the relationships with all of CPDC's contracted agents.

CPDC currently acts as agent, distributing and offering for sale via the Usage Rights Agreement: (i) a multi-level agency system supplied by Kenmore , which allows the gaming platform operator to manage ,cash flows and accounts; and (ii) a portfolio of e-games which are also supplied by Kenmore, via Total e-Games, its brand name for the Asian market. The agency system and the e-games can be supplied together to the gaming platform operator or (subject to relevant permissions being obtained where appropriate from Kenmore) can be integrated with alternative gaming solutions. Accordingly, CPDC also provides assistance with integration as well as providing technical support.

Usage Rights Agreement
Under the terms of the current Usage Rights Agreement with Kenmore, Kenmore is entitled to receive a percentage of the monthly net revenue (being the sum of all player participation contributions minus the sum of all payouts) generated by the clients of CPDC utilising the multi-level agency system. CPDC has entered into agency agreements with five agents to utilise the Kenmore software. The income receivable from these agents is also based on a percentage of the monthly net revenue. An addendum to CPDC's original usage rights agreement with Kenmore was entered into in August 2012. This permitted CPDC to offer all or some of the games provided under Kenmore's brand name, Total e-Games. The rights granted under the Usage Right Agreement are not exclusive to CPDC and Kenmore may enter into similar agreements with other parties.

Total e-Games
Total e-Games is the brand name of Kenmore's distribution arm of gaming software products for the Asian market. Kenmore has granted a licence to CPDC pursuant to the Usage Rights Agreement to act as a wholesaler of this software, specifically its banking and payments system.

The banking and payments system tracks all player deposits and withdrawals, allowing operators to manage all funds which pass through their books. Furthermore, these systems can be used with the assistance of commercial partners such as CPDC to assist with the formulation and execution of global payment strategies.

The opportunity
The product offering of CPDC enables gaming platform operators, via CPDC's agents, to access established gaming products and ancillary services which are underpinned by technologies which can be leveraged across a number of channels. Through this, the extensive third party content can be delivered through multiple channels including web, mobile, live and broadcast which the Directors believe creates an enhanced player experience, resulting in greater player retention and improved player revenue. Under the terms of the Usage Rights Agreement, CPDC is authorised as an agent and distributer by Kenmore in China, Taiwan, Macao, Hong Kong, Vietnam, Malaysia and Thailand.

GT Asia is CPDC's dominant source of revenues. The Enlarged Group intends to work with its agents to develop marketing strategies which could result in more gross revenue generating games being brought to the market, which could, if appropriate, be through other platforms. It is intended that CPDC will seek growth through a number of different avenues. These will include: (i) an increase in the number of usage agreements; (ii) obtaining licences to wholesale software products of other independent gaming software developers; (iii) obtaining licences through additional territories; and (iv) developing its own gaming software.

Regulatory environment
CPDC has been issued with the Client Provider Authorization by the Kahnawake Gaming Commission in Quebec, Canada. The Client Provider Authorization permits CPDC to provide interactive gaming services from premises in the Mohawk territory of Kahnawake relating to interactive games of chance or mixed chance and skill. Whilst it was not a requirement of Kenmore, the Directors understand that CPDC acquired the Client Provider Authorization as part of its commitment to sound corporate governance and to benefit it in dealings with potential suppliers and customers. The Client Provider Authorization expires on 10 November 2015 at which time it is the Board's intention that it will be renewed.

The general rules and regulations on online gaming services in the PRC are relatively recent and their implementation is uncertain, and the Directors believe such rules and regulations are similar in Taiwan, Macao, Hong Kong, Vietnam, Malaysia and Thailand. However, the Directors believe that CPDC is well established in these various jurisdictions, using an established gaming platform that is well developed, and on which a number of successful games are available.

Key strengths

The Directors believe that the CPDC's key strengths are its:

- existing contract and relationships with Kenmore;
- utilisation and deployment of their suite of software products;
- management's relationships with, and proven track record of attracting and retaining, major gaming software distributors/agents;
- strong and innovative management and staff;
- product range offering wide customer choice; and
- strong position in the fast growing Asia-Pacific marketplace.

Competition

The Directors believe that the scale of the gaming opportunity in the Asia-Pacific region is substantial. It is the Board's expectation that these opportunities will be captured in future mainly through online suppliers. It is CPDC management's opinion that most legitimate gaming companies across the region mare seeking to establish a foothold in the online gaming market; however, many of those companies do not have the size of infrastructure to offer the product range or supporting systems that the Directors believe are necessary to do this successfully. Accordingly, the Directors believe that many of these companies will desire established products and services such as those provided by Kenmore. Other entities could become a distributor and reseller of gaming systems, however, the Directors believe they would require strong relationships with agents, distributors and online gaming platform operators which are hard to establish and maintain.

In the illegitimate market, there are many existing gaming companies which are already offering services into restricted regions from offshore locations. As these sites are illegal it is difficult to establish the size of their operations at any given time. The Directors believe that the recent Notice on "Issues Related to Self-Inspection and Self-Remedy of Unauthorised Online Lottery Sales" and certain other regulatory developments within the region are the early steps in the process towards better regulation and the elimination of a large number of unauthorised operators undermining the integrity of the market. Furthermore, it is fully possible that many of the larger systems providers could build sales teams within the region and sell products, however, it is the Board's opinion that the requirement for established relationships to be able to execute business could ultimately restrict their efforts.

Current trading and prospects of CPDC

Since it began generating income in 2013, CPDC has experienced rapid growth in revenues and profits. From revenue of $1.3 million, with a loss before tax of $0.1 million in the year ending 31 December 2013, revenues grew to $9.4 million in 2014 with profit before tax of over $2.3 million.

From January to April 2015, revenue grew by 29 per cent. The management of CPDC expect further steady growth from the existing business and that additional agents and software developers will be added to the CPDC portfolio. It is expected that CPDC will have cash at bank of $69,100. The CPDC Acquisition Agreement also provides that (irrespective of any other provisions of the agreement) conditional on Admission all profits of CPDC generated on or after 16 June 2015 shall accrue to PCGE from 16 June 2015 and shall be owed to PCGE and shall be payable forthwith by the Vendors. CPDC continues its discussions with further potential agents and any additional client wins will be announced to the market as and when they occur.

Reasons for the Proposals

At the time of the Company's Original Admission, PCGE's objective was to grow through the exploitation of its licenses in the PRC, which are owned by Sihai Geiju. This continues to be the case, however the Board also anticipates that gaming in the region is poised for significant change which will open up further opportunities for the Group which they wish to exploit. Specifically, the Directors believe that the rapid growth of internet access, via PCs and mobile, will provide the Enlarged Group potential access to a larger user base.

Having identified online opportunities in agency sports lottery sales, the Group also seeks to participate in the well documented national interest in poker tournaments. Planning includes the opening of online routes to game qualification, as well as the introduction of virtual currencies, while recognising the opportunity presented by gradual deregulation.

To be able the exploit these opportunities, the Group must address the associated costs, including marketing and anticipated new licensing/permit fees. Recognising this fact, along with its mandate to identify growth opportunities across the Asia-Pacific region within the gaming world, the Board has identified CPDC as an appealing acquisition opportunity. The Board considers it would help it accelerate the development of the Group's gaming arm and enhance the Company's ability to exploit the Licences.

The Board expects that the Acquisition will be transformational for the Group. CPDC made profit before tax of over $2.3 million in 2014 and the Board is hopeful that CPDC will continue to be profitable, thus allowing the Board to focus on growing the Group's businesses, both organically and, if appropriate, through acquisition, and utilising any anticipated cash flows to expand and develop within their target markets. Furthermore, the Acquisition increases the number of territories in which the Group has a presence and, the Directors believe, enhances the Company's credibility within those markets by the addition of gaming expertise in the form of the CPDC management and employees.

Strategy of the Enlarged Group

The Group's strategy is to create a business with significant scale operating in online gaming and associated media across the Asia-Pacific region. Through a combination of organic development and proposed acquisitions, the Company has sought, and intends to continue to seek, to implement this strategy to maximise opportunities as the Directors believe that the online gaming industry in these markets continues to undergo significant change and becomes increasingly sophisticated, in particular the convergence of online and land-based channels and between social gaming and mainstream online gaming. With the combination of CPDC's existing presence in the region, PCGE's Licences and the Board's network of contacts, knowledge and skills, the Directors believe that the Group has positioned itself to take advantage of the opportunities that these developments present.

In addition, the Board intends to utilise certain of CPDC's resources to recruit further agents and developers in additional countries. The Enlarged Group's goal is that CPDC will become the 'go-to' distributor to the gaming industry across the region with third party agents and operators attracted by the breadth and quality of its services, products, market knowledge and skill. The Board hopes that CPDC will become a leading supplier of gaming solutions, particularly to new entrants targeting the market, to whom it can offer Kenmore's affiliate marketing services and customer relationship management solutions, which will allow operators to leverage their gaming content across a number of channels.

Principal terms of the acquisition

As announced on 13 February 2015, the Company entered into the Option Agreement with Kolarmy and CPDC to acquire the entire issued and to be issued share capital of CPDC at a price of up to $20 million before 13 August 2015, either in cash and/or through the issue of new Ordinary Shares.

Under the terms of the CPDC Acquisition Agreement, the Company has now conditionally agreed to acquire the entire issued share capital of CPDC from the CPDC Shareholders, for a consideration of up to $20 million. The Initial Consideration of $9.59 million, being $10 million less the $410,000 Option Price, will be satisfied by the issue of the Initial Consideration Shares. Any further consideration (of up to $10 million) will be satisfied, if payable, by the issue of the Further Consideration Shares. The CPDC Acquisition Agreement provides that the Further Consideration may become payable (in new Ordinary Shares) on the following basis: $10 million will be payable if CPDC achieves a cumulative net profit of $29.136 million over the two year period from 1 June 2015 to 31 May 2017; if CPDC achieves cumulative profit of 90 per cent. of this figure, then they will receive $9 million, and this 10 per cent. threshold ratchet will extend down to CPDC achieving 50 per cent. of the target figure, being cumulative net profit of $14.568 million. If CDPC achieves cumulative net profit of less than $14.568 million, then no Further Consideration will be payable.

At 30 April 2015 the net assets of CPDC were US$2,274,221. The CPDC Acquisition Agreement provides that CPDC's debtor, creditor and cash balances at that date will remain with the Vendors post-completion save for US$69,100 cash and creditors of US$19,100. The CPDC Acquisition Agreement also provides that (irrespective of any other provisions of the agreement) conditional on Admission all profits of CPDC generated on or after 16 June 2015 shall accrue to PCGE from 16 June 2015 and shall be owed to PCGE and shall be payable forthwith by the Vendors.

The CPDC Acquisition Agreement is conditional, *inter alia*, on the passing of the Resolution and Admission. The shares of CPDC will be acquired and held by the Group via PCGSS, a new subsidiary of PCGE which has been formed for the purposes of the acquisition of CPDC.

Details of further issues of Ordinary Shares

Pursuant to the terms of the Kolarmy Loan Note, Kolarmy has opted to convert $300,000 in principal amount of the notes constituted therein into 3,145,643 Ordinary Shares, at the Original Admission price of £0.06 per Ordinary Share. Henceforth, the outstanding balance of the Kolarmy Loan Note will be $700,000.

The Company is also issuing 333,333 Damson Shares to its public relations firm damson pr, in lieu of cash for fees relating to work carried out for the Company by damson pr.

Group Structure
PRC laws and regulations currently restrict foreign ownership in companies within certain industries in China, including value-added telecommunications services and Internet information service industry. In order to comply with PRC laws and regulations, PCGE has established a structure to enable it to operate in the gaming and entertainment sector in China. PCGE has a wholly owned subsidiary in Hong Kong, PCGEL, which it acquired on 20 December 2013 pursuant to the PCGEL Share Sale Agreement. PCGEL owns 100 per cent. of Jingtuo, a WFOE which was incorporated on 25 February 2013. Jingtuo was acquired by PCGEL shortly after its incorporation. Jingtuo, through a VIE structure, controls Sihai Geju, which holds the Licences and, in addition, holds options to acquire 10 per cent. of the equity share capital of each of HPC and HLC. Notice to exercise these options was given on 4 December 2014.

Further details of the VIE Arrangements are set out below. A VIE involves an investor having a controlling interest in a company that is not based on holding the majority of voting rights in that company. As such, the Company does not enjoy direct equity ownership of Sihai Geju (which is privately owned by two individuals in the proportion of 60 per cent. and 40 per cent.). Instead, on 30 August 2011, Jingtuo entered into a number of contractual arrangements with Sihai Geju and the PRC Shareholders which enable the Group to:

- exercise effective managerial, operational and financial control over Sihai Geju;
- receive substantially all of the economic benefits through contracted service fees; and
- have an exclusive option to purchase all of the equity interests in Sihai Geju to the extent PRC laws and local policies may permit in the future.

In accordance with the relevant PRC regulations, Sihai Geju is required to transfer 10 per cent. of its profit after income tax to the statutory surplus reserve until the reserve balance reaches 50 per cent. of the registered capital. The transfer to this reserve must be made before the distribution of dividends to equity owners. Statutory surplus reserve can be used to make good previous years' losses, if any, and may be converted into paid-in capital in proportion to the existing interests of equity owners, provided that the balance after such conversion is not less than 25 per cent. of the registered capital. The VIE Arrangements enable the Group to effectively control Sihai Geju. The MOFCOM in the PRC is currently consulting on VIE structures.

Related party transaction
CPDC's majority owner is Kolarmy. As Kolarmy is a company controlled and owned by Heng Jui Lin, brother of Kung Min Lin, Non-Executive Chairman of the Company and pre-Admission a 14.2 per cent. owner of the Company, the transaction is classified as a related party transaction under the AIM Rules for Companies. Having consulted with the Company's nominated adviser, Sanlam Securities, the Independent Directors consider that the Acquisition is fair and reasonable insofar as Shareholders are concerned. In addition, in conjunction with the Acquisition it is proposed that Heng Jui Lin will become a consultant to the Group.

Lock-in and orderly market arrangements
In accordance with the AIM Rules for Companies, the Directors have undertaken to Sanlam Securities, Beaufort Securities and the Company:

- that neither the Directors nor the Applicable Employees nor their respective connected persons will dispose of any interest in their Ordinary Shares (including any Ordinary Shares which they may subsequently acquire within one year of Admission) or any options to subscribe for Ordinary Shares for a minimum period of 12 months following Admission except in the very limited circumstances allowed by the AIM Rules for Companies; and
- that they will not (and they will use their reasonable endeavours to procure that connected persons will not) dispose of any interest in Ordinary Shares other than through Beaufort Securities, provided that Beaufort Securities offer competitive terms in the event of any disposal, and in accordance with the reasonable requirements of Beaufort Securities so as to ensure an orderly market for the issued share capital of the Company for a period of 12 months following the first anniversary of Admission.

These lock-in provisions will not apply in the event of an intervening court order; the death of the investor; or in respect of an acceptance of a takeover offer for the Company which is open to all shareholders of the Company. Under the Framework Agreement, each party (other than the Company) entered into lock-in and orderly market arrangements in respect of the Ordinary Shares that will be issued to them on the exercise of the option rights conferred under the Framework Agreement.

Pursuant to the CPDC Acquisition Agreement Kolarmy will also give lock-in and orderly market undertakings in respect of the Initial Consideration Shares and Further Consideration Shares (if any) that are issued to Kolarmy. The other Vendors will give orderly market undertakings to Sanlam Securities, Beaufort Securities and the Company on terms similar to those described above, in respect of the Initial Consideration Shares and any Further Consideration Shares that may be issued to them in the 12 months following Admission.

Share option scheme

The Directors believe that the recruitment, motivation and retention of key employees is vital for the successful growth of the Company. The Directors consider that an important element in achieving these objectives is the ability to incentivise and reward staff (including Executive Directors) through the grant of options. As a result, the Company has established the Share Option Scheme. Options may also be granted under the scheme to consultants and professional advisers to the Group.

The total number of Ordinary Shares that may be committed under the Scheme will represent a maximum of 15 per cent. of the Company's issued ordinary share capital from time to time. On Admission, no options will be in issue under the Share Option Scheme.

General Meeting

The Proposals are conditional upon, *inter alia*, the passing of the Resolution. A notice convening the GM to be held at the offices of the Company at G1 Haven Court, 5 Library Ramp, Gibraltar at 10.00 a.m. on 26 August 2015 has been posted to shareholders today. At the GM, the Resolution to approve the Acquisition will be proposed.

Irrevocable undertakings to approve the Proposals

The Directors and other Shareholders have irrevocably undertaken to the Company to vote in favour of mthe Resolution to be proposed at the General Meeting, in respect of holdings totalling 535,658,168 m Existing Ordinary Shares, representing 50.4 per cent. of the Existing Ordinary Shares.

DEFINITIONS

The following words and expressions shall have the following meaning in this announcement unless the context otherwise requires:

"Acquisition"	the proposed acquisition of the entire issued share capital of CPDC pursuant to the CPDC Acquisition Agreement
"Admission"	the re-admission of the Enlarged Share Capital to trading on AIM becoming effective in accordance with the AIM Rules for Companies
"AIM"	AIM, a market operated by the London Stock Exchange
"AIM Rules"	together, the AIM Rules for Companies, and the AIM Rules for Nominated Advisers
"AIM Rules for Companies"	the AIM Rules for Companies published by the London Stock Exchange from time to time
"AIM Rules for Nominated Advisers"	the AIM Rules for Nominated Advisers published by the London Stock Exchange from time to time
"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held at 10.00 a.m. on 2 September 2015 at the registered offices of the Company at G1 Haven Court, 5 Library Ramp, Gibraltar

"Beaufort Securities" or "Broker"	Beaufort Securities Limited, a company incorporated in England and Wales under company number 2693942 and authorised and regulated by the FCA
"Board" or "Directors"	the directors of the Company
"Client Provider Authorization"	the client provider authorisation dated 10 November 2013 issued to CPDC by the Kahnawake Gaming Commission in Quebec, Canada
"Company" or "PCGE"	PCG Entertainment PLC, a company incorporated in Gibraltar under the Gibraltar Companies Act 1930 with registered number 107915
"Completion"	completion of the CPDC Acquisition Agreement
"Connected Parties"	as defined in section 252 of the UK Companies Act
"CPDC"	Centre Point Development Corp., a company incorporated in Belize under the International Business Companies Act, Chapter 270 of the Laws of Belize, Revised Edition 2000, as an International Business Company on 23 December 2008 with company number 80,218, whose registered office is No. 35 New Road, PO Box 2204, Belize City, Belize
"CPDC Acquisition Agreement"	the conditional agreement dated 11 August 2015 between (1) the Vendors, (2) CPDC, (3) the Company and (4) PCGSS
"**CPDC Shareholders**"	Kolarmy, Coolbiz Corporation, Saintly Enterprises Ltd, Ton Yuan Enterprise Ltd and Greatwall Technology Inc
"damson pr"	either damson pr or damson pr limited, both of Blisbury Farm, Berkeley GL13 9RB, the provider of public relations services to the Group
"Damson Shares"	the 333,333 Ordinary Shares to be allotted conditional on Admission to damson pr as consideration for public relations services provided to the Group
"Enlarged Group"	the Group as enlarged by the Acquisition
"Enlarged Share Capital"	the issued Ordinary Shares upon Admission, comprising the Existing Ordinary Shares, the Initial Consideration Shares, the Kolarmy Conversion Shares and the Damson Shares
"Existing Ordinary Shares"	the 1,062,147,877 Ordinary Shares in issue immediately prior to Admission
"FCA"	the Financial Conduct Authority of the United Kingdom
"Framework Agreement"	the agreement dated 3 November 2014 between, *inter alia*, Sihai Geju and the Company, HPC and HLC relating to the grant of options to acquire 10 per cent. of the share capital of HLC and HPC, pursuant to which notice to exercise such options was given on 4 December 2014
"FSMA"	the Financial Services and Markets Act 2000 (as amended)
"Further Consideration"	the further consideration (if any) (such amount not to exceed US$10,000,000 in excess of the Initial Consideration), payable (if at all) in accordance with the terms of the CPDC Acquisition Agreement by the issue of the Further Consideration Shares
"Further Consideration Shares"	such number (if any) of new Ordinary Shares (not to exceed 119,720,011) that may be issued in accordance with the Terms of the CPDC Acquisition Agreement in satisfaction of the Further Consideration (if any)

"General Meeting" or "GM" or "Extraordinary General Meeting" or "EGM"	the general meeting of the Company to be held at 10.00 a.m. on 26 August 2015 at the registered offices of the Company at G1 Haven Court, 5 Library Ramp, Gibraltar
"Group" or "PCGE Group"	the Company and its subsidiary undertakings which includes PCGE, PCGEL, PCGSS, Jingtuo and Sihai Geju and "Group Company" should be interpreted accordingly
"HLC"	Hainan Huan'ao Sports Industry Co., Ltd., a company incorporated under the laws of the PRC
"HPC"	Hainan Huan'ao Culture Media Co., Ltd., a company incorporated under the laws of the PRC
"HPC Cooperation Agreement"	the agreement dated 3 November 2014 between Sihai Geju and HPC governing the strategic collaboration between the parties
"Independent Directors"	the directors of the Company that are independent insofar as the Acquisition is concerned, being Richard Poulden, Nicholas Bryant, Clive Hyman, Prof. Michael Mainelli and Alan Gravett
"Initial Consideration"	the initial consideration, being US$10,000,000 less the Option Price, payable on Completion in accordance with the CPDC Acquisition Agreement
"Initial Consideration Shares"	the 114,811,491 Ordinary Shares to be issued on Completion in satisfaction of the Initial Consideration
"Irrevocable Undertakings"	the agreement by the Directors and certain shareholders to vote in favour of the Resolution
"Jingtuo"	Jingtuo World Technology Consulting (Beijing) Limited, a company incorporated under the laws of the PRC
"Kenmore"	Kenmore Ventures Limited, a company incorporated in the British Virgin Islands, whose registered office is at Akara Building, 24 De Castro Street, Wickhams Cay 1, Road Town, Tortola
"Kolarmy"	Kolarmy Technology Inc, a company incorporated under the laws of Brunei (No NBD/10419) whose registered office is at Britannia House, 22, 2nd Floor, Cator Road, Bandar Seri Begawan, BS 8811, Brunei Darussalam, Brunei
"Kolarmy Conversion Shares"	the 3,145,643 of Ordinary Shares to be allotted conditional on Admission to Kolarmy at a conversion price of 6 pence per new Ordinary Share in respect of the conversion of the principal amount of US$300,000 of loan notes pursuant to the Kolarmy Loan Note
"Kolarmy Loan Note"	the convertible loan note issued by the Company to Kolarmy on 2 October 2014 in the principal amount of up to US$1,000,000
"Licences"	the four licences held by the Group on Admission
"London Stock Exchange"	London Stock Exchange plc
"MOF"	Ministry of Finance, China
"Option"	the option to acquire the entire issued and to be issued share capital of CPDC granted to the Company by Kolarmy pursuant to the Option Agreement

“Option Agreement”	the agreement entered into by the Company, CPDC and Kolarmy on 13 February 2015 pursuant to which the Company was granted the Option
“**Option Price**”	the sum of US$410,000
“Ordinary Shares”	Ordinary shares of £0.001 each in the capital of the Company
“**Original Admission**”	the original admission of the Group to trading on AIM on 4 December 2014
“**PCGEL**”	PCG Entertainment Limited (previously called Hong Kong Strategic Services Limited), a company incorporated in Hong Kong with incorporation number 1656551
“**PCGEL Share Sale Agreement**”	the share sale agreement dated 20 December 2013 between each member of PCGEL and the Company, as amended by a letter of variation dated 10 October 2014
“**PCGSS**”	PCG Software Services Limited, a company incorporated on 17 June 2014 in Gibraltar with company number 111671
“PRC”	the People's Republic of China
“**PRC Shareholders**”	the current registered shareholders of Sihai Geju, its predecessors or any other such individuals as the case may be from time to time, which are Hong Lu and Min Zhang
“Proposals”	(a) the Acquisition; and (b) Admission
“Resolution”	the resolution set out in the notice convening the General Meeting
“Sanlam Securities”	Sanlam Securities UK Limited, a company incorporated in England and Wales under company number 1825671 and authorised and regulated by the FCA
“Share Option Scheme”	the Company’s share option scheme known as the PCG Entertainment PLC General Share Option Scheme
“Shareholder”	a holder of Ordinary Shares from time to time
“Sihai Geju”	Beijing Sihaigeju Culture Media Company Limited, a company incorporated under the laws of the PRC
“Taiwan”	the Republic of China
“UK”	the United Kingdom of Great Britain and Northern Ireland
“uncertificated” or “in uncertificated form”	recorded on the register of Ordinary Shares as being held in uncertificated form in CREST, entitlement to which, by virtue of the CREST Regulations, may be transferred by means of CREST
“Usage Rights Agreement”	the agreement entered into with Kenmore by CPDC on 24 August 2012 as amended on 1 September 2014
“**Vendors**”	Kolarmy and the CPDC Shareholders
“VIE”	a variable interest entity
“VIE Arrangements”	the contracts pursuant to which Jingtuo exercises control over Sihai Geju
“WFOE”	a Wholly Foreign Owned Enterprise under the laws of the PRC