

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.

This announcement is for information purposes only and does not constitute an invitation to offer to acquire, purchase or subscribe for the securities.



SinoCom

SINOCOM SOFTWARE GROUP LIMITED

中訊軟件集團股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 299)

**SUPPLEMENTAL AGREEMENT TO THE ACQUISITION OF THE
ENTIRE ISSUED SHARE CAPITAL IN HEROIC CORONET LIMITED
INVOLVING THE ISSUE OF CONSIDERATION SHARES UNDER
SPECIFIC MANDATE
AND
FURTHER CLARIFICATION ON THE
ANNOUNCEMENT DATED 10 DECEMBER 2014**

THE ACQUISITION

Reference is made to the announcement dated 10 December 2014 (the “**First Announcement**”) and the clarification announcement dated 16 December 2014 of the Company (collectively the “**Previous Announcements**”) in respect of the proposed Acquisition of the entire issued share capital of Heroic Coronet Limited, which constituted a discloseable transaction of the Company. Unless the context requires otherwise, capitalized terms and expressions used in this announcement shall have the same meanings as defined in the Previous Announcements.

THE SUPPLEMENTAL AGREEMENT

The Board is pleased to announce that on 18 December 2014 (after trading hours), the Buyer (being a wholly-owned subsidiary of the Company), the Seller, the Target Company and Mr. Liu Wei entered into a supplemental agreement (the “**Supplemental Agreement**”) to amend

the terms of the Share Purchase Agreement in relation to, among others, the mechanics for settlement of part of the Consideration by way of issue of Consideration Shares and the Conditions Precedent as follows:

1. Referring to sub-paragraph (b) of the paragraph headed “**Consideration and the method of payment**” of the First Announcement, HK\$60,000,000 of the Consideration which will be subject to Adjustment, will be settled by way of issue of Consideration Shares or in cash, in the case may be, as below:
 - a) After the Adjustment had been made and the number of Consideration Shares to be issued had therefore been confirmed, and in the case where the Specific Mandate shall be approved by the Shareholders at the EGM and the Listing Approval shall be obtained, the Buyer shall procure the Company to issue and allot the Consideration Shares to an entity designated by the Seller on the Issue Date;
 - b) After the Adjustment had been made and the number of Consideration Shares to be issued had therefore been confirmed, and in the case where the Specific Mandate shall not have been approved or the Listing Approval shall not have been obtained by the Long Stop Date, the Buyer shall pay cash to the Seller in the same amount as the value of the Consideration Shares which should have been issued but for the failure to obtain the approval of the Specific Mandate or the Listing Approval by the Company within 10 Business Days after it is confirmed that either the Specific Mandate or the Listing Approval has not been granted.
2. The condition that the relevant Chinese approval authority having approved and issued approval documents in respect of the equity interest in the Operating Company to be acquired and owned by All Rise Technology (as to 65%) and by Mr. Liu Wei (as to 35%), as set out in sub-paragraph (b) of the paragraph headed “**Conditions Precedent**” in the First Announcement, must be fulfilled and cannot be waived by the parties.
3. The date by which the Conditions Precedent must be fulfilled or waived (as the case may be) has been extended from 18 December 2014 to 31 December 2014.
4. In addition to the usual terminations rights set out in the Share Purchase Agreement including termination upon breach and termination upon mutual agreement by the parties thereto, the parties further agreed that the Share Purchase Agreement can be terminated by either the Seller, the Target Company and Mr. Liu Wei on one part, or the Buyer on another part if the Share Purchase Agreement cannot be performed due to force majeure.

Save as specifically amended by the Supplemental Agreement, all other terms and conditions of the Share Purchase Agreement shall remain in full force and effect.

FURTHER CLARIFICATION ON THE ANNOUNCEMENT DATED 10 DECEMBER 2014

The Board wishes to further clarify the following:

1. HK\$60,000,000 of the Consideration as referred to in sub-paragraph (b) of the paragraph headed “**Consideration and the method of payment**” will be subject to Adjustment; and therefore, the amount of the total Consideration of HK\$260,000,000 will also be subject to Adjustment.
2. At completion of the Acquisition, the Target Reorganization will have been completed.
3. The Target Group, through the Operating Company, is principally engaged in the design, development and operation of the mobile and web games, which is a unrestricted business under the laws and regulations of the PRC.

By order of the Board
SinoCom Software Group Limited
Zuo Jian Zhong
Co-Chairman

Hong Kong, 19 December 2014

As at the date of this announcement, the Company’s executive directors are Mr. Wang Zhiqiang, Mr. Zuo Jian Zhong and Mr. Tang Yau Sing, and the non-executive director is Mr. Kotoi Hirofumi, and the independent non-executive directors are Mr. Chui Man Lung Everett, Mr. Wu Hong and Mr. Han Chu.