
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the contents of this document, or the action you should take, you should consult a person duly authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or from an appropriately authorised independent financial advisor if you are in a territory outside the United Kingdom.

If you have sold or transferred all of your holding of shares in PCG Entertainment Plc please forward this document and accompanying Form of Proxy and Form of Instruction to the purchaser or agent through whom the sale was effected for transmission to the purchaser or transferee.

The distribution of this document and/or the accompanying Form of Proxy and Form of Instruction in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document and/or the accompanying Forms comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

**PCG Entertainment Plc
(incorporated and registered in Gibraltar under the Gibraltar Companies Act 1930 (as amended)
with registered number 107915)**

Extraordinary General Meeting

Your attention is drawn to the enclosed letter from the Chairman of the Company, which sets out full details and an explanation as to why the Board is proposing the Resolution at the Extraordinary General Meeting. Before deciding on what voting action to take, you should fully consider all the information in this document.

Notice of the Extraordinary General Meeting, convened for 11.00 am on 10 February 2017 at the Company's registered office, G1 Haven Court, 5 Library Ramp, Gibraltar, is set out in Part V of this document. A Form of Proxy and Form of Instruction for use at the Extraordinary General Meeting has been posted with this document on the Company's website. To be valid, the Form of Proxy should be completed in accordance with the instructions in the Notice and on the Form of Proxy and returned to the Company's registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible but, in any event, so as to be received no later than 11.00 am on 8 February 2017 (or, in the case of any adjournment or postponement of the Extraordinary General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned or postponed meeting).

If you are a holder of Depository Interests, you have no right to attend and vote the underlying Shares at a meeting of members and you should therefore complete, sign and return the Form of Instruction in accordance with the instructions printed thereon to the Company's depository, Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible but, in any event, so as to be received no later than 11.00am on 7 February 2017 (or, in the case of any adjournment or postponement of the Extraordinary General Meeting, not later than 72 hours before the time fixed for the holding of the adjourned or postponed meeting).

If you hold your Depository Interests in uncertificated form you may use the CREST proxy voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice of the Extraordinary General Meeting set out at Part V of this document. Proxies submitted via CREST (under CREST ID R010) must be received by the Company's registrars, Capita Asset Services, not later than 11.00 am on 7 February 2017 (or, in the case of any adjournment or postponement of the Extraordinary General Meeting, not later than 72 hours before the time fixed for the holding of the adjourned or postponed meeting).

Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at that meeting or any adjournment or postponement thereof in person if they so wish and are entitled to do so.

A copy of this document is available at the Company's website www.pcge.com. Neither the content of the Company's website nor any website accessible by hyperlinks to the Company's website is incorporated in, or forms part of, this document.

IMPORTANT NOTICE

Cautionary note regarding forward-looking statements

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will", or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Directors' current intentions, beliefs or expectations concerning, among other things, the Group's results of operations, financial condition, liquidity, prospects, growth, strategies and the Group's markets.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors' current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group's operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law or by the AIM Rules, the Company undertakes no obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors' expectations or to reflect events or circumstances after the date of this document.

Basis on which information is presented

Various figures and percentages in tables in this document, including financial information, have been rounded and accordingly may not total. As a result of this rounding, the totals of data presented in this document may vary slightly from the actual arithmetical totals of such data.

Third party information

Where third party information has been used in this document, the source of such information has been identified. The Company takes responsibility for compiling and extracting, but has not independently verified, market data provided by third parties or industry or general publications and takes no further responsibility for such data.

References to defined terms

Certain terms used in this document are defined and certain technical and other terms used in this document are explained at Part IV of this document entitled "Definitions".

All times referred to in this document are, unless otherwise stated, references to Greenwich Mean Time.

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**PART I
EXPECTED TIMETABLE
OF PRINCIPAL EVENTS**

Publication of this document	20 January 2017
Latest time and date for receipt of Forms of Proxy for use at the Extraordinary General Meeting	11.00 am on 8 February 2017
Extraordinary General Meeting	11.00 am on 10 February 2017

All times and dates are Central European Time (“CET”). The EGM will commence at 10.00 am (GMT) / 11.00 am (CET).

PART II
LETTER FROM THE CHAIRMAN OF
PCG ENTERTAINMENT PLC

(incorporated and registered in Gibraltar under the Gibraltar Companies Act 1930 (as amended) with registered number 107915)

Directors	Registered Office
Richard O'Dell Poulden <i>Chairman</i> Nicholas Jonathan Michael Charles Bryant <i>Chief Executive Officer</i> Prof. Michael Raymond Mainelli <i>Non-Executive Director</i> Alan David Gravett <i>Non-Executive Director</i>	G1 Haven Court 5 Library Ramp Gibraltar

20 January 2017

Dear Shareholder (and, for information only, the holders of options and warrants in the Company),

1. Introduction

This document and the EGM Notice for the EGM to be held at 11.00 am on 10 February 2017 at the Company's registered office have been posted on the Company's website in accordance with the resolutions passed at the last General Meeting. The EGM is being convened for the purpose of asking Shareholders to consider and, if thought fit, pass the Resolution.

On 11 January 2017, the Company announced that it had agreed to the sale, conditional upon shareholder approval, of CPDC, details of which are described in Section 2 below. The Resolution, details of which are included in this document, is proposed for the purpose of approving the sale of CPDC by Shareholders.

2. The Transaction

Following much negotiation, the Board has agreed to sell CPDC to the Purchasers, subject to the approval, by Shareholders, of the Resolution.

The consideration for CPDC will be the proceeds of the sale of 399,815,438 Ordinary Shares owned by the Purchasers, which are to be sold by Beaufort, acting as agent, with the net proceeds (after transaction costs) to be paid to the Company by Beaufort, and retained by the Company.

The net effect of the Transaction will be to acquire for sale to the benefit of the Company, shares held by the Purchasers in exchange for CPDC. In total, the Ordinary Shares being sold represent approximately 30% of the currently issued Ordinary Share capital of the Company. The sale proceeds of these Ordinary Shares will enable the Company to raise funds with no further dilution to existing shareholders.

The Board of PCGE believes that no value remains in CPDC. The gambling and gaming licence previously held by CPDC has already been transferred to another subsidiary of the Company and, due to the supplier and customer disputes previously announced, CPDC currently has no revenue.

The following Significant and Substantial Shareholders (both as defined by the AIM Rules) will cease to be Shareholders in the Company on completion of the Transaction:

Name of Shareholder	Number of Ordinary Shares	Percentage of Enlarged Share Capital
Heng Jui Lin ¹	158,152,538	11.81
Kung Min Lin ²	150,654,654	11.25
Kaitian Investment Company Limited	85,680,000	6.40

Notes:

1. As at the date of this document, Heng Jui Lin is deemed to be interested in 158,152,538 Ordinary Shares referred to above as follows:
 - a. 37,500,000 Ordinary Shares held in his own name;
 - b. 120,401,116 Ordinary Shares held by Kolarmy Technology Inc., a company owned and controlled by Heng Jui Lin; and
 - c. 251,422 Ordinary Shares held by Kolarmy Ventures Inc., a company owned and controlled by Heng Jui Lin.
2. Kung Min Lin holds 138,654,654 Ordinary Shares through Forbidden City Ltd, a company in which Kung Min Lin owns a majority of the shares. Kung-Min Lin's wife, Yu-Ting Lin, holds 12,000,000 Ordinary Shares in her own name.

3. Background to the Transaction

The Company purchased CPDC in August 2015 for a consideration of 114,811,491 new Ordinary Shares plus the \$410,000 cash payment for the initial option to purchase CPDC. Initially CPDC performed well with sales and profits both rising ahead of projections. However, as first announced on 31 May 2016, certain issues arose relating to a dispute between the vendors of CPDC and its major supplier. This dispute has proved impossible to bring to an amicable conclusion, and in turn this has prevented the development of CPDC in the way that the Board intended. As previously announced on 30 September 2016, the revenue of CPDC had declined from the original position and the Company had at that point made a provision against disputed payments (being 57% of CPDC's accumulated profits at 30 June 2016). The revenue of CPDC has continued to decline due to supplier and customer disputes, primarily related to debts owed by the previous owners.

The Board has considered taking legal action against the vendors and taken advice on this matter. The Board's conclusion is that even if it was to achieve judgement in the Company's favour in the UK, the enforceability of that judgement would be expensive and would carry no guarantee that any funds would eventually be recovered by the Company. Accordingly, the Board concluded that the actions proposed in this document are in the best interests of shareholders.

4. Fundamental Change of Business under AIM Rule 15

The sale of CPDC will constitute a fundamental change of business under AIM Rules and is therefore subject to the approval of the Resolution by Shareholders at the EGM. Because the Company's other business streams will continue, the Company will not, following the sale of CPDC, be deemed to become an AIM Rule 15 Cash Shell under the AIM Rules.

5. Future Strategy

If the Resolutions are approved, it is the intention of the Directors to pursue the strategy outlined most recently in the Company's interim results statement issued in September 2015 i.e. "...to focus on the development of (the Company's) business in the media, sports and gaming industries". This will be based upon the Company's original media and gaming licences and the previously announced initiatives in football and other sports.

It has been the Board's consistent strategy to grow the Company both organically and through acquisition. The Directors will continue to review potential acquisitions which can bring value to shareholders.

6. Current Trading

Since the Company's trading update in November 2016 management have continued to work on the sports and gaming interests previously announced. The Board will update shareholders as soon as there is something substantive to announce.

7. Extraordinary General Meeting

Set out at Part V of this document is a notice convening the EGM to be held at 11.00 am on 10 February 2017 at the registered office of the Company at G1 Haven Court, 5 Library Ramp, Gibraltar, at which the Resolution will be proposed for the purposes of approving the disposal of CPDC. The Resolution will be proposed as an ordinary resolution and will require a simple majority of the votes cast for it to be passed.

8. Action to be taken

You will find posted on the Company's website with this letter a Form of Proxy for use by Shareholders at the EGM. Whether or not you intend to be present at the EGM, you are requested to complete and return the Form of Proxy in accordance with the instructions in the Notice and printed on the Form of Proxy. To be valid, the completed Form of Proxy must be received by Company's registrars, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event by no later than 11.00 am on 8 February 2017 (or, in the case of any adjournment or postponement of the EGM, not later than 48 hours before the time fixed for the holding of the adjourned or postponed meeting). Completion of a Form of Proxy will not preclude you from attending the EGM and voting in person if you so choose.

If you are a holder of Depository Interests, a Form of Direction is enclosed. To be valid, the Form of Direction should be completed, signed and returned in accordance with the instructions printed thereon to the Company's depository, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible but, in any event, so as to be received no later than 11.00 am on 7 February 2017 (or, in the case of any adjournment or postponement of the Extraordinary General Meeting, not later than 72 hours before the time fixed for the holding of the adjourned or postponed meeting).

9. **Recommendation**

The Board believes that the passing of the Resolution is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board unanimously recommends that you vote in favour of the Resolution. The Directors have given an irrevocable undertaking to vote in favour of the Resolution in relation to the 147,632,026 Ordinary Shares they own or where they control the voting rights.

Yours faithfully,

Richard O'Dell Poulden
Chairman, PCG Entertainment plc
On behalf of the Board of Directors

**PART III
DIRECTORS AND ADVISERS**

Directors	Richard O'Dell Poulden Chairman Nicholas Jonathan Michael Charles Bryant Chief Executive Officer Prof. Michael Raymond Mainelli Non-Executive Director Alan David Gravett Non-Executive Director All of whose business address is at the Company's registered office
Company Secretary	Hawk Secretaries Ltd
Registered Office	G1 Haven Court 5 Library Ramp Gibraltar
Company website	www.pcge.com
Nominated Adviser	Allenby Capital Limited 3 St Helen's Place London EC3A 6AB England
English legal advisers to the Company	Pinsent Masons LLP 30 Crown Place Earl Street London EC2A 4ES
Brokers	Beaufort Securities Limited 63 St. Mary Axe London EC3A 3AA England
Registrars	Capita Asset Services PXS 1 34 Beckenham Road Kent BR3 4TU England
Depository	Capita Asset Services PXS 1 34 Beckenham Road Kent BR3 4TU England

PART IV DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

“AIM”	AIM, a market operated by the London Stock Exchange
“AIM Rules”	together, the AIM Rules for Companies (including the guidance notes thereto) and the AIM Rules for Nominated Advisers as published by the London Stock Exchange from time to time
“Articles”	the articles of association of the Company for the time being
“Beaufort”	Beaufort Securities Limited, the Company’s broker
“Board”	the collective body of the Directors of the Company from time to time
“Company” or “PCGE”	PCG Entertainment plc, incorporated and registered in Gibraltar under the Gibraltar Companies Act 1930 with registered number 107915
“CPDC”	Center Point Development Corp, a whole owned subsidiary of the Company, incorporated in Belize with registered number 80218
“CREST”	the relevant system for paperless settlement of share transfers and the holding of shares in uncertificated form, which is administered by Euroclear UK & Ireland Limited
“Depositary Interests”	depositary interests of the Company
“Directors”	the directors of the Company as at the date of this document whose names are set out in Part II of this document
“Extraordinary General Meeting” or “EGM”	the Extraordinary General Meeting of the Ordinary Shareholders of the Company to be held on 10 February 2017 at 11.00 am and including any adjournment or postponement thereof
“Form of Direction”	the form of direction for use by the holders of Depositary Interests
“Form of Proxy”	the form of proxy for use by the Shareholders in connection with the EGM which accompanies this document
“Group”	PCGE and its 100% direct and indirect subsidiary undertakings as at the date of this document
“Kolarmy”	Kolarmy Technology Inc., a company incorporated in Brunei with registration number NBD/10419
“London Stock Exchange”	London Stock Exchange plc
“Notice of EGM” or “Notice of Extraordinary General Meeting” or “EGM Notice”	the notice of the EGM which is set out at Part V of this document
“Ordinary Shares”	the ordinary shares of 0.1 pence each in the capital of the Company

“Purchasers”	Kolarmy and certain other existing shareholders of PCGE, some of whom were the vendors of CPDC when purchased by PCGE, who have agreed to purchase CPDC under the terms of an agreement dated 10 January 2017
“Resolution”	the Resolution set out in the EGM Notice to approve the sale of CPDC to the Purchasers
“Shareholder(s)”	holder(s) of the Ordinary Shares
“Transaction”	collectively the sale of CPDC to the Purchasers and the sale of the Ordinary Shares held by the Purchasers by Beaufort for the benefit of the Company
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“uncertificated” or “in uncertificated form”	recorded on the register of members of the Company as being held in uncertificated form in CREST

PART V

PCG Entertainment plc

(incorporated and registered in Gibraltar under the Gibraltar Companies Act 1930 (as amended) with registered number 107915)

("PCGE" or the "Company")

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a general meeting (the "**Meeting**") of the holders of ordinary shares of 0.1 pence each ("**Ordinary Shares**") of PCG Entertainment Plc (the "**Company**") will be held at G1 Haven Court, 5 Library Ramp, Gibraltar on 10 February 2017 at 11.00 a.m. (CET). Registration will take place between 9.45 am and 10.45 am. The following matter is to be put to the meeting:

ORDINARY RESOLUTION

1. THAT the sale of 100 per cent of the issued share capital of Center Point Development Corp as described in the attached circular to shareholders dated 20 January 2017 (the "Circular") be and is hereby approved.

By order of the Board of Directors

Hawk Secretaries Ltd.

Company Secretary

Registered Office:

G1 Haven Court

5 Library Ramp

Gibraltar

Dated: 20 January 2017

Proxies and Form of Direction for Depositary Interest Holders

1. A member entitled to attend and vote at the meeting may appoint a proxy. A proxy need not be a member of the Company and such appointment will not preclude a member from attending and voting at the meeting in person.
2. The Form of Proxy for use at the meeting is enclosed with this document and should be returned as soon as possible and, in any event, so as to be received at the offices of the Company's registrars, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible but in any event not later than 11.00 am on 8 February 2017 being 48 hours before the time appointed for the holding of the meeting. The completion and depositing of a Form of Proxy will not preclude you from attending and voting in person at the General Meeting should you wish to do so.
3. If you are a holder of Depositary Interests, a form of direction is enclosed. To be valid, the form of direction should be completed, signed and returned in accordance with the instructions printed thereon to the Company's Depositary, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible but in any event should arrive not later than 11.00 am on 7 February 2017.
4. The Form of Proxy must be signed by the member or, in the case of joint holders, any one of them. The notice of meeting shall prevail over any description of the business of the meeting set out in the Form of Proxy.
5. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.