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*Reference is made to the prospectus of the Company dated 29 December 2011 (the “**Prospectus**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same respective meanings as defined in the Prospectus.*

Reference is also made to the discloseable transaction announcement dated 3 January 2012 made by S.A.S. Dragon Holdings Limited, a company listed on the Stock Exchange (stock code: 1184).



PC PARTNER GROUP LIMITED

栢能集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1263)

CLARIFICATION ANNOUNCEMENT

This announcement is made by the Company in response to some articles which appeared in certain newspapers on 3 January 2012 (the “**Articles**”) regarding some statements made by Mr. Wong Shik Ho Tony (“**Mr. Wong**”), Chief Executive Officer and executive Director or Mr. Lau Ka Lai Gary, Group Chief Financial Officer.

The Board wishes to affirm the statements made in the Prospectus. The Board further confirms that, after having taken into account Rule 11.13 of the Listing Rules, save for S.A.S. Investment Company Limited (a wholly-owned subsidiary of S.A.S. Dragon Holdings Limited, a company listed on the Stock Exchange (stock code: 1184)) conditionally agreeing to subscribe for 25,000,000 Placing Shares (representing approximately 6% of the Company’s issued share capital immediately following completion of the Offering and taking no account of any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option or any Shares which may be issued pursuant to the exercise of options granted under the Pre-IPO Share Option Scheme) as disclosed in the announcement of S.A.S. Dragon Holdings Limited dated 3 January 2012, there has been no significant change affecting any matters contained in the Prospectus and that no significant new matters have arisen, the inclusion of information in respect of which would have been required to be in the Prospectus had it arisen prior to the issue of the Prospectus.

This announcement is made by the Company in response to the Articles.

The Company wishes to clarify the following statements (“**Statements**”) stated in the Articles following the Company’s press conference and press interview held on 28 December 2011 and 30 December 2011 respectively:

- the “ZOTAC” brand will in the near future replace the 4 PRC top brands to become the top brand in the PRC;
- the Group will develop its own branded products such as computer motherboards, docking stations and remote keyboards;
- the Directors forecast that the Group’s 2011 sales may not be comparable to that of 2010, but are optimistic for 2012; and
- the Company’s major customer such as AMD will launch new graphics card products.

The Company would like to confirm that the Statements are not entirely correct.

By way of clarification, the Company would like to confirm the following:

- As advised by Mr. Wong, he did not make any statement to the press that the “ZOTAC” brand would replace the PRC top brands in the near future.
- As regard the statement that the Group will develop its own branded products such as computer motherboards, docking stations and remote keyboards, it was already disclosed in the Prospectus that motherboards are among one of the Group’s own branded products. The Prospectus also disclosed that the Group manufactures PC related products. Mr. Wong mentioned during the press conference that the Group would continue to develop other PC related products, but did not specifically mention the development of docking stations and remote keyboards.
- In respect of the statement that the Directors forecast that the Group’s 2011 sales may not be comparable to that of 2010, Mr. Wong confirmed that no sales forecast was discussed. The press might have reached such conclusion from the revenue trend disclosed in page 206 of the Prospectus, which illustrated that the sales of video graphics cards in the first six months of 2011 was less than the sales of video graphics cards in the first six months of 2010. In respect of the statement regarding optimism for 2012 sales, Mr. Wong only drew reference to the Synovate Report contained in the section headed “Industry overview” of the Prospectus.
- Regarding the statement that the Company’s major customer such as AMD will launch new graphics card products, the Company has mentioned during the press interview that AMD has launched a new GPU as announced to the public by AMD on 22 December 2011, which will be marketed to the video graphics cards manufacturers in 2012.

The Board also confirms that all material information relevant to the Listing and the Group has been disclosed in the Prospectus in accordance with the requirements of the Listing Rules.

The Board further confirms that, after having taken into account Rule 11.13 of the Listing Rules, save for S.A.S. Investment Company Limited (a wholly-owned subsidiary of S.A.S. Dragon Holdings Limited, a company listed on the Stock Exchange (stock code: 1184)) conditionally agreeing to subscribe for 25,000,000 Placing Shares (representing approximately 6% of the Company’s issued share capital immediately following completion of the Offering and taking no account of any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option or any Shares which may be issued pursuant to the exercise of options granted under the Pre-IPO Share Option Scheme) as disclosed in the announcement of S.A.S. Dragon

Holdings Limited dated 3 January 2012, there has been no significant change affecting any matter contained in the Prospectus and that no significant new matter has arisen, the inclusion of information in respect of which would have been required to be in the Prospectus if it had arisen before the Prospectus was issued. The Board considers that the above Statements do not constitute material information that would require an amendment to the Prospectus or the issuance of a supplemental prospectus with regard to the Statements.

The Company and the Board accept full responsibility for the accuracy and completeness of the information contained in the Prospectus and this announcement.

Prospective investors should read the Prospectus carefully and the Company strongly cautions prospective investors not to place any reliance on any information contained in press articles or disseminated through other media, including, in particular, any financial projections, valuation or other forward-looking statements, certain of which may be inconsistent or conflict with the information contained in the Prospectus. Potential investors should rely only on information contained in the Prospectus when making any investment decision in respect of the Shares.

For and on behalf of the Board of
PC PARTNER GROUP LIMITED
Wong Shik Ho Tony
Chairman

Hong Kong, 4 January 2012

As at the date of this announcement, the executive Directors of the Company are Mr. WONG Shik Ho Tony, Mr. WONG Fong Pak, Mr. LEUNG Wah Kan, Mr. HO Nai Nap, Mr. MAN Wai Hung, the non-executive Directors are Mrs. HO WONG Mary Mee-Tak and Mr. CHIU Wing Yui; and the independent non-executive Directors are Mr. IP Shing Hing, Mr. LAI Kin Jerome and Mr. CHEUNG Ying Sheung.

** For identification purposes only*