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OURGAME INTERNATIONAL HOLDINGS LIMITED

聯眾國際控股有限公司*

(a company incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 6899)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Ourgame International Holdings Limited (the “**Company**”) will be held in the Conference Room, 16th Floor, Tower B Fairmont, No. 1 Building, 33# Community, Guangshun North Street, Chaoyang District, Beijing, China on Thursday, 2 November 2017 at 10:00 a.m. for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions which will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the subscription agreement dated 12 September 2017 (the “**Management Subscription Agreement**”), a copy of which has been produced to the EGM and marked “A” and initialed by the chairman of the EGM for the purpose of identification, and entered into between the Company as issuer and Total Victory Global Limited (the “**Management Subscriber**”) as subscriber pursuant to which the Company has conditionally agreed to allot and issue and the Management Subscriber has conditionally agreed to subscribe for 89,189,189 new ordinary shares (each a “**Management Subscription Share**”) of US\$0.00005 each in the share capital of the Company at the subscription price of HK\$1.85 per Management Subscription Share and all the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;
- (b) the board (the “**Board**”) of directors (the “**Directors**”) of the Company be and is hereby granted with a specific mandate to allot and issue the Management Subscription Shares in accordance with the terms and conditions of the Management Subscription Agreement; and

(c) any Director be and is hereby authorized to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the secretary of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Management Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

2. **“THAT:**

(a) the subscription agreement dated 12 September 2017 (the **“Independent Subscription Agreement”**), a copy of which has been produced to the EGM and marked “B” and initialed by the chairman of the EGM for the purpose of identification, and entered into between the Company as issuer and Noumena Innovations (BVI) LTD. (the **“Independent Subscriber”**) as subscriber pursuant to which the Company has conditionally agreed to allot and issue and the Subscriber has conditionally agreed to subscribe for 71,351,351 new ordinary shares (each a **“Independent Subscription Share”**) of US\$0.00005 each in the share capital of the Company at the subscription price of HK\$1.85 per Subscription Share and all the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;

(b) the Board be and is hereby granted with a specific mandate to allot and issue the Independent Subscription Shares in accordance with the terms and conditions of the Independent Subscription Agreement; and

(c) any Director be and is hereby authorized to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the secretary of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Independent Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

3. **“THAT:**

(a) the subscription agreement dated 12 September 2017 (the **“Connected Subscription Agreement”**), a copy of which has been produced to the EGM and marked “C” and initialed by the chairman of the EGM for the purpose of identification, and entered into between the Company as issuer and Irena Group Co., Ltd. (the **“Connected Subscriber”**) as subscriber pursuant to which the Company has conditionally agreed to allot and issue and the Connected Subscriber has conditionally agreed to subscribe for 64,690,848 new ordinary shares (each a

“**Connected Subscription Share**”) of US\$0.00005 each in the share capital of the Company at the subscription price of HK\$1.85 per Connected Subscription Share and all the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;

- (b) the Board be and is hereby granted with a specific mandate to allot and issue the Connected Subscription Shares in accordance with the terms and conditions of the Connected Subscription Agreement; and
- (c) any Director be and is hereby authorized to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the secretary of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Connected Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

By order of the Board
Ourgame International Holdings Limited
Yang Eric Qing
Chairman and Co-Chief Executive Officer

Hong Kong, 13 October 2017

Notes:

1. A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, a form of proxy must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 10:00 a.m. on Tuesday, 31 October 2017) or any adjournment thereof. The completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
4. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 30 October 2017 to Thursday, 2 November 2017, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with

the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 27 October 2017.

5. KongZhong Corporation, being the wholly-controlled entity of the Independent Subscriber, is interested in 20,737,000 shares of the Company (representing approximately 2.64% of the existing issued share capital of the Company as at the date hereof). Also taking into consideration of the conditions precedent of the Independent Subscription Agreement, KongZhong Corporation will abstain from voting on the above ordinary resolutions no. 1 and no. 2 in relation to the Management Subscription Agreement, Independent Subscription Agreement and the transactions contemplated thereunder, including the grant of specific mandate in relation to the allotment and issue of the Management Subscription Shares and Independent Subscription Shares.
6. Glassy Mind Holdings Limited, being the wholly-owned subsidiary of the Connected Subscriber, is interested in 226,000,000 shares of the Company (representing approximately 28.72% of the existing issued share capital of the Company as at the date hereof). Also taking into consideration of the conditions precedent of the Connected Subscription Agreement, Glassy Mind Holdings Limited will abstain from voting on the above ordinary resolutions no. 1, no. 2 and no. 3 in relation to the Management Subscription Agreement, Independent Subscription Agreement and Connected Subscription Agreement and the transactions contemplated thereunder, including the grant of specific mandate in relation to the allotment and issue of the Management Subscription Shares, Independent Subscription Shares and Connected Subscription Shares.
7. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by the Shareholders by way of poll.
8. The form of proxy for use at the EGM is enclosed herewith.

As at the date of this announcement, the Board comprises Mr. Yang Eric Qing and Mr. Ng Kwok Leung Frank as executive Directors; Mr. Liu Jiang, Ms. Fu Qiang, Mr. Fan Tai and Mr. Chen Xian as non-executive Directors; and Mr. Ge Xuan, Mr. Lu Zhong and Mr. Cheung Chung Yan David as independent non-executive Directors.

* *For identification purpose only*