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**If you have sold or transferred** all your shares in Ourgame International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
PROPOSED GRANT OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE NEW SHARES  
ADOPTION OF THE SHARE AWARD SCHEME  
MODIFICATION OF VESTING PERIODS OF OPTIONS GRANTED  
TO EXECUTIVE DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Ourgame International Holdings Limited to be held in the Conference Room, 16th Floor, Tower B Fairmont, No. 1 Building, 33# Community, Guangshun North Street, Chaoyang District, Beijing, China on Friday, 19 May 2017 at 10:00 a.m. is set out on pages 27 to 31 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.ourgame.com> and <http://www.lianzhong.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. before 10:00 a.m. on Wednesday, 17 May 2017) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

\* For identification purpose only

18 April 2017

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

- “Affected Share Options” the share options granted to each of Mr. Yang Eric Qing and Mr. Ng Kwok Leung Frank pursuant to the Management Pre-IPO Share Option Scheme and the Share Option Scheme
- “Affected Share Options Vesting Events” (i) the termination of the service contract of any of the executive directors with the Company or his retirement from the Company; (ii) any consolidation, merger, sale or transfer that results in a change of control of the Company (as defined under the Takeovers Code); or (iii) any such event provided for in the Listing Rules or the rules of the Share Option Scheme and/or the Management Pre-IPO Share Option Scheme in accordance with the provisions of the Share Option Scheme and/or the Management Pre-IPO Share Option Scheme
- “Affiliate” means a company that directly or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the Company and includes any company which is (a) the holding company of the Company; or (b) a subsidiary of the holding company of the Company; or (c) a subsidiary of the Company or a company the results of which are consolidated into those of the Company by way of contractual arrangements entered into; or (d) a fellow subsidiary of the Company; or (e) the controlling shareholder of the Company; or (f) a company controlled by the controlling shareholder of the Company; or (g) a company controlled by the Company; or (h) an associated company of the holding company of the Company; or (i) an associated company of the Company; or (j) an associated company of the controlling shareholder of the Company
- “Annual General Meeting” an annual general meeting of the Company to be held in the Conference Room, 16th Floor, Tower B Fairmont, No. 1 Building, 33# Community, Guangshun North Street, Chaoyang District, Beijing, China on Friday, 19 May 2017 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 27 to 31 of this circular, or any adjournment thereof
- “Articles of Association” the articles of association of our Company (as amended from time to time) adopted on 12 June 2014

## DEFINITIONS

“Award”	an award granted by the Board or its delegate(s) to a Selected Participant, which may vest in the form of Award Shares or the Actual Selling Price of the Award Shares in cash, as the Board or its delegate(s) may determine in accordance with the terms of the Share Award Scheme Rules
“Award Shares”	the Shares granted under the Share Award Scheme to a Selected Participant in an Award
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China, except where the context requires otherwise, excluding Hong Kong, Macau and Taiwan
“Company” or “our Company”	Ourgame International Holdings Limited, a company incorporated in the Cayman Islands on 4 December 2013
“Concert Party Agreement”	the agreement entered into among Mr. Zhang Rongming, Mr. Liu Jiang, Mr. Shen Dongri, Mr. Li Jianhua, Ms. Long Qi and Beijing Tongshengcheng Investment Management Center (LLP) on 22 February 2014, pursuant to which Mr. Zhang Rongming, Mr. Liu Jiang, Mr. Shen Dongri and Ms. Long Qi undertook to vote unanimously for any resolution proposed at board and shareholders meetings of our Company and Beijing Lianzhong Co., Ltd.
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Eligible Person”	any individual, being an employee, director or officer of any member of the Group or any Affiliate (including nominees and/or trustees of any employee benefit trust established for them) who the Board or its delegate(s) considers, in their sole discretion, to have contributed or will contribute to the Group; however, no individual who is a resident in a place where the grant, acceptance or vesting of an Award pursuant to the Share Award Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or its delegate(s), compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, shall be entitled to participate in the Share Award Scheme and such individual shall therefore be excluded from the term Eligible Person

## DEFINITIONS

“Group”	the Company, its subsidiaries and any entities the results of which are consolidated into those of the Company by way of the entering into of the contractual arrangements from time to time, and the expression <i>member of the Group</i> shall be construed accordingly
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the number of the issued Shares
“Latest Practicable Date”	12 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	30 June 2014, the date of listing of the Shares on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
“Management Pre-IPO Share Option Scheme”	the pre-IPO share option scheme, the share options of which were granted to certain management members of our Company
“Ordinary Resolution 5”	the ordinary resolution numbered “5” in the notice of the Annual General Meeting, in respect of the proposal to grant to the Directors the Share Repurchase Mandate
“Ordinary Resolution 6”	the ordinary resolution numbered “6” in the notice of the Annual General Meeting, in respect of the proposal to grant to the Directors the Issuance Mandate
“Ordinary Resolution 8”	the ordinary resolution numbered “8” in the notice of the Annual General Meeting, in respect of the proposal to adopt the Share Award Scheme

## DEFINITIONS

“Ordinary Resolution 9”	the ordinary resolution numbered “9” in the notice of the Annual General Meeting, in respect of the proposal to grant to the Directors the Scheme Mandate
“Scheme Mandate”	a mandate of the Scheme proposed under Ordinary Resolution 9 to be granted to the Directors to allot, issue, procure the transfer of and otherwise deal with up to 23,607,701 Shares, approximately 3% of the total number of issued Shares
“RMB”	Renminbi, the lawful currency of China
“Selected Participant”	any Eligible Person approved for participation in the Share Award Scheme and who has been granted any Award pursuant to the Share Award Scheme Rules
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of our Company with a par value of US\$0.00005 each
“Share Award Scheme”	the share award scheme proposed to be adopted by the Company in accordance with the Share Award Scheme Rules
“Share Award Scheme Rules”	the rules relating to the Share Award Scheme, the principal terms of which are further described in appendix III of this circular
“Share Option Scheme”	the share option scheme adopted by the Company on 19 November 2014
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the number of issued Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Substantial Shareholder”	has the meaning ascribed to it under the Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong as amended from time to time
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$”	United States dollars, the lawful currency of the United States



**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)**

*Executive Directors:*

Yang Eric Qing  
*(Chairman and Co-Chief Executive Officer)*  
Ng Kwok Leung Frank  
*(Co-Chief Executive Officer)*

*Non-executive Directors:*

Liu Jiang  
Hua Guanfa  
Fan Tai  
Chen Xian

*Independent Non-executive Directors:*

Ge Xuan  
Lu Zhong  
Cheung Chung Yan David

*Registered Office:*

PO Box 309, Uglan House  
Grand Cayman KY1-1104  
Cayman Islands

*Head Office:*

17/F, Tower B Fairmont  
No. 1 Building  
33# Community  
Guangshun North Street  
Chaoyang District  
Beijing, PRC

*Principal Place of Business*

*in Hong Kong:*  
36/F, Tower Two  
Times Square  
1 Matheson Street  
Hong Kong

18 April 2017

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
PROPOSED GRANT OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE NEW SHARES  
ADOPTION OF THE SHARE AWARD SCHEME  
MODIFICATION OF VESTING PERIODS OF SHARE OPTIONS GRANTED  
TO EXECUTIVE DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting.

\* *For identification purpose only*

## **LETTER FROM THE BOARD**

### **2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

In accordance with the Articles of Association, Mr. Ge Xuan, Mr. Lu Zhong and Mr. Cheung Chung Yan David will retire as Directors. The retiring Directors, being eligible, will offer themselves for re-election. Particulars of the retiring Directors offering themselves for re-election at the Annual General Meeting are set out in Appendix I to this circular.

### **3. PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE SHARES**

In order to give the Company the flexibility to repurchase Shares where appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the number of issued Shares. As at the Latest Practicable Date, 786,923,374 Shares have been fully paid. Subject to the passing of Ordinary Resolution 5 and assuming that the number of issued Shares remained unchanged following the Latest Practicable Date and prior to the date of the Annual General Meeting, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate as at the date of passing Ordinary Resolution 5 will be 78,692,337 Shares. The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the grant of the Share Repurchase Mandate is set out in Appendix II to this circular.

### **4. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES**

In order to give the Company the flexibility to issue Shares where appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares or securities convertible into Shares and to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) which might require the exercise of such power, during the period as set out in Ordinary Resolution 6 in the notice of the Annual General Meeting of not exceeding 20% of the number of issued Shares. As at the Latest Practicable Date, 786,923,374 Shares have been fully paid. Subject to the passing of Ordinary Resolution 6 and assuming that the number of issued Shares remains unchanged following the Latest Practicable Date and prior to the date of the Annual General Meeting, the Directors will be authorized to issue a maximum of 157,384,674 Shares under the Issuance Mandate. An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

## LETTER FROM THE BOARD

### 5. PROPOSED ADOPTION OF THE SHARE AWARD SCHEME

In order to align the interests of Eligible Persons' with those of the Group, Ordinary Resolution 8 and Ordinary Resolution 9 will be proposed at the Annual General Meeting for the Share Award Scheme to be adopted by the Company in accordance with the Share Award Scheme Rules, as described in Appendix III of this circular, and to grant a mandate to the Directors to allot, issue, procure the transfer of and otherwise deal with up to not more than 23,607,701 Shares, representing approximately 3% of the total number of issued shares of the Company as at the Latest Practicable Date, in connection with the Share Award Scheme.

Further information in connection with the Share Award Scheme and the Scheme Mandate are set out in Appendix III of this circular.

### 6. MODIFICATION OF VESTING PERIODS OF SHARE OPTIONS GRANTED TO EXECUTIVE DIRECTORS

As at the Latest Practicable Date, each of Mr. Yang Eric Qing (“**Mr. Yang**”) and Mr. Ng Kwok Leung Frank (“**Mr. Ng**”) has been respectively granted 20,851,064 share options and 15,680,000 share options under the Management Pre-IPO Share Option Scheme and the Share Option Scheme. Neither Mr. Yang nor Mr. Ng has exercised any of the share options granted to them pursuant to the Management Pre-IPO Share Option Scheme and the Share Option Scheme as at the Latest Practicable Date.

As at the Latest Practicable Date, the vesting periods of the Affected Options are as follows (the “**Original Vesting Periods**”):

<b>Grant Date</b>	<b>Vesting Period</b>
20 February 2014	(1) 83.33% of the share options shall vest and be exercisable with effect from 1 July 2017;  (2) the remaining 16.67% of the share options shall vest and be exercisable in eight monthly instalments with the first instalment vesting upon the 41st month of the grant date (i.e. the first instalment shall vest on 20 July 2017).
5 January 2015	(1) 50% of the share options shall vest and be exercisable with effect from 1 July 2017;  (2) 25% of the share options shall vest and be exercisable with effect from the third anniversary of the grant date (i.e. 5 January 2018);  (3) the remaining 25% of the share options shall vest and be exercisable with effect from the fourth anniversary of the grant date (i.e. 5 January 2019).

## LETTER FROM THE BOARD

<b>Grant Date</b>	<b>Vesting Period</b>
8 January 2016	<ol style="list-style-type: none"><li>(1) 25% of the share options shall vest and be exercisable with effect from 1 July 2017;</li><li>(2) 25% of the share options shall vest and be exercisable with effect from the second anniversary of the grant date (i.e. 8 January 2018);</li><li>(3) 25% of the share options shall vest and be exercisable with effect from the third anniversary of the grant date (i.e. 8 January 2019);</li><li>(4) the remaining 25% of the share options shall vest and be exercisable with effect from the fourth anniversary of the grant date (i.e. 8 January 2020).</li></ol>

The Board has decided to push back the respective vesting periods of the Affected Share Options held by Mr. Yang and Mr. Ng. The Board believes that Mr. Yang and Mr. Ng's agreement to the delay in the vesting period, which would postpone the timing of the reward to management, would send a strong signal to the Company's staff, Shareholders and potential investors that management is confident in the Company's future development and growth opportunities and is willing to realize each of his rewards at a later time when the Company's future success is further realized.

Pursuant to the amendment, the vesting periods of the Affected Options would be pushed back to begin on 1 July 2018 (i.e. the new vesting period set out below), provided that such amendment shall not be effective if any one of the Affected Share Options Vesting Events occurs (i.e. the vesting periods shall revert to the Original Vesting Periods).

<b>Grant Date</b>	<b>Vesting Period</b>
20 February 2014	all the share options shall vest and be exercisable with effect from 1 July 2018
5 January 2015	<ol style="list-style-type: none"><li>(1) 75% of the share options shall vest and be exercisable with effect from 1 July 2018;</li><li>(2) 25% of the share options shall vest and be exercisable with effect from the fourth anniversary of the grant date (i.e. 5 January 2019).</li></ol>

## LETTER FROM THE BOARD

<b>Grant Date</b>	<b>Vesting Period</b>
8 January 2016	(1) 50% of the share options shall vest and be exercisable with effect from 1 July 2018;
	(2) 25% of the share options shall vest and be exercisable with effect from the third anniversary of the grant date (i.e. 8 January 2019);
	(3) the remaining 25% of the share options shall vest and be exercisable with effect from the fourth anniversary of the grant date (i.e. 8 January 2020).

For the avoidance of doubt, the exercise price and the exercise period of the Affected Share Options will not be amended, and will remain unchanged as set out below:

### **For the Affected Share Options granted on 20 February 2014**

Exercise Price:	US\$0.16714303
Exercise Period:	20 February 2014 to 19 February 2024, both dates inclusive

### **For the Affected Share Options granted on 5 January 2015**

Exercise Price:	HK\$2.67
Exercise Period:	5 January 2015 to 4 January 2025, both dates inclusive

### **For the Affected Share Options granted on 8 January 2016**

Exercise Price:	HK\$5.506
Exercise Period:	8 January 2016 to 7 January 2026, both dates inclusive

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to approve the modification of the vesting periods of the Affected Share Options. Mr. Yang and Mr. Ng each has an interest in the resolution and are therefore required to abstain from voting on Ordinary Resolution 10 at the Annual General Meeting.

## LETTER FROM THE BOARD

### 7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 27 to 31 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of such meeting, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.ourgame.com> and <http://www.lianzhong.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. before 10:00 a.m. on Wednesday, 17 May 2017) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### 8. REPRESENTATION

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 9. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the grant of the Share Repurchase Mandate, the grant of the Issuance Mandate, the adoption of the Share Award Scheme, the grant of the Scheme Mandate and the modification of the vesting periods in respect of share options granted to each of Mr. Yang and Mr. Ng are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
**Ourgame International Holdings Limited**  
**Yang Eric Qing**  
*Chairman and Co-Chief Executive Officer*

*The following are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting:*

**(1) MR. GE XUAN (葛旋)**

Mr. Ge Xuan (“**Mr. Ge**”), aged 46, has been an independent non-executive Director since the Listing Date. Mr. Ge serves as director general manager of Minsheng Tonghui Asset management Co., Ltd. (民生通惠資產管理有限公司). Mr. Ge served as vice general manager of business department of Chengdu division, general manager of investment management department, and assistant to general manager at Guosen Securities Co., Ltd. (國信證券股份有限公司) from July 1993 to October 1998. He also served as manager of trade investment department and assistant to general manager of Boshi Fund Management Co., Ltd. (博時基金管理有限公司) from January 1999 to June 2000. He was a member of the Investment Decision Committee and Risk Management Committee, director of trading department, assistant to the president of Penghua Fund Management Co., Ltd. (鵬華基金管理有限公司) from July 2000 to March 2002, chief investment officer of Jin Yuan Securities Co., Ltd. (金元證券股份有限公司) from August 2002 to December 2003, and vice president and director of Huaxi Securities Co., Ltd. (華西證券有限責任公司) from December 2003 to October 2010. He has been a director of Wangxiang Trust Co., Ltd since 18 August 2012. Mr. Ge obtained his Bachelor’s degree in Economics from Shenzhen University in 1993 and obtained his Master degree in Business Administration from Cheung Kong Graduate School of Business in 2010.

As at the Latest Practicable Date, Mr. Ge had no interest in the Shares.

Save as disclosed above, Mr. Ge (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management, substantial Shareholder or Controlling Shareholders of the Company or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Ge has signed a service agreement with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Mr. Ge’s service agreement, Mr. Ge is entitled to a fixed salary of HK\$160,000 per annum.

Save for the information disclosed above, there are no other matters concerning Mr. Ge that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51 of the Listing Rules.

**(2) MR. LU ZHONG (魯眾)**

Mr. Lu Zhong (“**Mr. Lu**”), aged 54, has been an independent non-executive Director since the Listing Date. Mr. Lu worked at the General Planning Bureau under the Ministry of Machine & Electric Industry of China as a civil servant from August 1984 to August 1990; as chief executive officer of 8848.net (北京珠穆朗瑪電子商務網絡服務有限公司) from May 2000 to May 2002; as general sales manager of China and Hong Kong region of Advanced Micro Devices, Inc., a company listed on the New York Stock Exchange (stock code: AMD) from July 2003 to October 2004. Mr. Lu then served as the chairman of the board of HiChina.com (北京萬網誌成科技有限公司) and the chief strategy officer from then to September 2009 as well as the president from 2010 until December 2012 at HiChina.com. Mr. Lu served as a vice president of the Alibaba Group from December 2012 until July 2014. Mr. Lu became the founding partner of Beijing Zhonghai Investment Ltd (北京眾海投資有限公司) since August 2014. Mr. Lu obtained his Bachelor’s degree in computer and application from Harbin Institute of Electrical Engineering (哈爾濱電工學院) in 1984, and obtained his Master degree in Business Administration from Cheung Kong Graduate School of Business in 2010.

As at the Latest Practicable Date, Mr. Lu had no interest in the Shares.

Save as disclosed above, Mr. Lu (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management, Substantial Shareholder or Controlling Shareholder of the Company or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Lu has signed a service agreement with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Mr. Lu’s service agreement, Mr. Lu is entitled to a fixed salary of HK\$160,000 per annum.

Save for the information disclosed above, there are no other matters concerning Mr. Lu that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51 of the Listing Rules.

**(3) MR. CHEUNG CHUNG YAN, DAVID (張頌仁)**

Mr. Cheung Chung Yan, David (“**Mr. Cheung**”), aged 41, has been an independent non-executive Director since the Listing Date. Prior to joining our Company, Mr. Cheung has been the financial controller and the company secretary of Geely Automobile Holdings Limited, a company listed on the Stock Exchange (stock code: 0175) since 17 May 2005. Mr. Cheung served as a director of DSI Holdings Pty Limited from June 2009 until August 2014. Mr. Cheung holds a Bachelor’s Degree in Business Administration in Accounting from the Hong Kong University of

Science and Technology. He is a fellow member of the Association of Chartered Certified Accountants and a member of The Hong Kong Institute of Directors. Mr. Cheung has over 19 years of experience in auditing, accounting and financial management.

As at the Latest Practicable Date, Mr. Cheung had no interest in the Shares.

Save as disclosed above, Mr. Cheung (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management, Substantial Shareholder or Controlling Shareholder of the Company or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Mr. Cheung has signed a service agreement with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Mr. Cheung's service agreement, Mr. Cheung is entitled to a fixed salary of HK\$250,000 per annum.

Save for the information disclosed above, there are no other matters concerning Mr. Cheung that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51 of the Listing Rules.

*The following is an explanatory statement required by the Listing Rules to provide Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against Ordinary Resolution 5 in respect of the approval of the Share Repurchase Mandate.*

## **1. ISSUED SHARES**

As at the Latest Practicable Date, 786,923,374 Shares have been fully paid. Subject to the passing of Ordinary Resolution 5 in respect of the granting of the Share Repurchase Mandate and on the basis that the number of issued Shares remains unchanged before the Annual General Meeting, i.e. being 786,923,374 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a maximum of 78,692,337 Shares, representing 10% of the number of Shares in issue as at the date of the Annual General Meeting (assuming the number of issued Shares remains unchanged following the Latest Practicable Date and prior to the date of the Annual General Meeting).

## **2. REASONS FOR SHARE REPURCHASE**

The Directors believe it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

## **3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

## **4. IMPACT OF REPURCHASE**

There might be a material adverse impact on the working capital of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2016) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company which in the opinion of the Directors is from time to time appropriate for the Company.

## 5. TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following substantial Shareholders were interested in 10% or more of the number of issued Shares:

Name of Shareholder	Number of Shares held	Percentage of total number of Shares	Percentage of total number of Shares (assuming the Share Repurchase Mandate is exercised in full)
Irena Group Co., Ltd.	226,000,000 <sup>(1)</sup>	28.72%	31.91%
Glassy Mind Holdings Limited	226,000,000 <sup>(1)</sup>	28.72%	31.91%
Mr. Zhang Rongming	175,343,364 <sup>(2)</sup>	22.28%	24.76%
Mr. Liu Jiang	175,343,364 <sup>(2)</sup>	22.28%	24.76%
Elite Vessels Limited	175,343,364 <sup>(2)</sup>	22.28%	24.76%
Sonic Force Limited	175,343,364 <sup>(2)</sup>	22.28%	24.76%
Blink Milestones Limited	175,343,364 <sup>(2)</sup>	22.28%	24.76%
Mr. Shen Dongri	175,343,364 <sup>(2)</sup>	22.28%	24.76%
Prosper Macrocosm Limited	175,343,364 <sup>(2)</sup>	22.28%	24.76%
Ms. Long Qi	175,343,364 <sup>(2)</sup>	22.28%	24.76%
Golden Liberator Limited	175,343,364 <sup>(2)</sup>	22.28%	24.76%
CMC Ace Holdings Limited	117,600,000 <sup>(3)</sup>	14.94%	16.60%
CMC Capital Partners, GP, L.P.	117,600,000 <sup>(3)</sup>	14.94%	16.60%
CMC Capital Partners, GP, Ltd.	117,600,000 <sup>(3)</sup>	14.94%	16.60%
CMC Capital Partners, L.P.	117,600,000 <sup>(3)</sup>	14.94%	16.60%
La Confiance Investments Ltd.	117,600,000 <sup>(3)</sup>	14.94%	16.60%
Le Bonheur Holdings Ltd.	117,600,000 <sup>(3)</sup>	14.94%	16.60%

Notes:

(1) The 226,000,000 Shares represent the same block of Shares.

(2) The aggregate number of Shares held by the concert parties under the Concert Party Agreement.

- (3) The 117,600,000 Shares represent the same block of Shares held by a chain of ownership involving CMC Capital Partners.

In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the interests of the Substantial Shareholders in the Company will be increased to approximately the percentages as set out in the table above. The Directors believe that such increases may give rise to an obligation on the part of Irena Group Co., Ltd. and Glassy Mind Holdings Limited to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for Irena Group Co., Ltd. and Glassy Mind Holdings Limited to make a mandatory offer.

The Listing Rules prohibit a company from making a repurchase on the Stock Exchange if the result of such repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued Shares would be publicly held. The Directors do not intend to repurchase Shares to the extent that, after the consummation of any such repurchase, less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued Shares would be publicly held.

#### **6. REPURCHASE OF SHARES MADE BY THE COMPANY**

No repurchase has been made by the Company of its Shares in the six months prior to the date of the circular (whether on the Stock Exchange or otherwise).

#### **7. INTENTION OF DIRECTORS AND CORE CONNECTED PERSONS TO SELL SHARES**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

**8. MARKET PRICES OF SHARES**

During the 12 months preceding the Latest Practicable Date, the highest and lowest traded prices of the Shares on the Stock Exchange were as follows:

<b>Month</b>	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
April 2016	4.68	3.88
May 2016	4.20	3.37
June 2016	3.88	3.40
July 2016	3.54	2.60
August 2016	3.77	2.65
September 2016	4.16	3.31
October 2016	4.30	3.70
November 2016	3.90	3.19
December 2016	3.57	2.86
January 2017	3.30	2.82
February 2017	3.21	2.81
March 2017	3.50	2.82
April 2017 ( <i>up to the Latest Practicable Date</i> )	3.25	2.69

*In this Appendix III, the following expressions have the following meanings unless the context requires otherwise:*

“Actual Selling Price”	the actual price at which the Award Shares are sold (net of brokerage, the Stock Exchange trading fee, the Securities and Futures Commission of Hong Kong transaction levy and any other applicable costs) on vesting of an Award pursuant to the Share Award Scheme or in the case of a vesting when there is an event of change in control or privatisation of the Company, the consideration receivable under the related scheme or offer
“Adoption Date”	the date on which the Shareholders approve the Share Award Scheme
“Award Letter”	the letter issued by the Company to each Selected Participant in such form as determined from time to time by the Board or its delegate(s), specifying the date on which the grant of an Award is made to a Selected Participant (being the date of the Award Letter), the number of Award Shares, the vesting criteria and conditions, the Vesting Date and such other details as they may consider necessary
“Award Period”	the period commencing on the Adoption Date, and ending on the Business Day immediately prior to the tenth (10th) anniversary of the later of the date on which (a) the Shareholders approve the Share Award Scheme or (b) the Listing Committee of the Stock Exchange granting the listing and permission to deal in any Award Shares underlying any Awards which may be granted pursuant to the Share Award Scheme
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities
“Chief Executive Officer”	the chief executive officer or co-chief executive officer of the Company, from time to time
“Grant Date”	the date on which the grant of an Award is made to a Selected Participant, being the date of an Award Letter
“Listing Committee”	has the meaning ascribed to it under the Listing Rules
“Related Income”	all cash income derived from the Award Shares held on Trust for the benefit of the Selected Participant

“Returned Shares”	such Award Shares that are not vested and/or are forfeited in accordance with the terms of the Share Award Scheme, or such Shares being deemed to be Returned Shares under the Share Award Scheme Rules, in each case such shares to be held by the Trustee to be applied towards future Awards in accordance with the provisions of the Share Award Scheme Rules for the purpose of the Share Award Scheme
“Returned Trust Funds”	all cash income derived from the Returned Shares held on Trust for the purpose of the Share Award Scheme
“Trust”	the trust constituted by the trust deed, to be entered into between the Company and the Trustee, to service the Share Award Scheme
“Trustee”	the trustee to be appointed by the Company for the purpose of the Trust which will be an independent third party and not connected with the Company or the Company’s connected persons
“Trust Funds”	all cash income derived from the Returned Shares held on Trust for the benefit of the Share Award Scheme
“Vesting Date”	the date or dates, as determined from time to time by the Board or its delegate(s), on which the Award (or part thereof) is to vest in the relevant Selected Participant as set out in the relevant Award Letter, unless a different Vesting Date is deemed to occur in accordance with the Share Award Scheme Rules

#### **ADOPTION OF THE SCHEME AND THE SCHEME MANDATE**

Subject to the passing of the Ordinary Resolution 8, the Company will adopt the Share Award Scheme on the Adoption Date. The Share Award Scheme is not a share option scheme and is not subject to the provisions of Chapter 17 of the Listing Rules.

Subject to the passing of the Ordinary Resolution 9 the Directors will be granted the Scheme Mandate to allot, issue, procure the transfer of and otherwise deal with up to 23,607,701 Shares, representing approximately 3% of the total number of issued Shares as at the Latest Practicable Date.

## **1. ELIGIBLE PERSONS TO THE SHARE AWARD SCHEME**

Any individual, being an employee, director or officer of any member of the Group or any Affiliate who the Board or its delegate(s) considers, in its sole discretion, to have contributed or will contribute to the Group is eligible to receive an Award. However, no individual who is a resident in a place where the grant, acceptance or vesting of an Award pursuant to the Share Award Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, shall be entitled to participate in the Share Award Scheme.

## **2. PURPOSE OF THE SHARE AWARD SCHEME**

The purpose of the Share Award Scheme is to align the interests of Eligible Persons' with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares, and to encourage and retain Eligible Persons to make contributions to the long-term growth and profits of the Group.

## **3. AWARD**

An Award gives a Selected Participant a conditional right, when the Award Shares vest, to obtain the Award Shares or, if in the absolute discretion of the Board or its delegate(s), it is not practicable for the Selected Participant to receive the Award in Shares, the cash equivalent from the sale of the Award Shares. An Award includes all cash income from dividends in respect of those Shares from the date the Award is granted to the date the Award vests. For the avoidance of doubt, the Board at its discretion may from time to time determine that any dividends declared and paid by the Company in relation to the Award Shares be paid to the Selected Participant even though the Award Shares have not yet vested.

## **4. GRANT OF AWARD**

### **(a) Making the Grant**

The Board or the committee of the Board or person(s) to which the Board has delegated its authority may, from time to time, at their absolute discretion, grant an Award to a Selected Participant (in the case of the Board's delegate(s), to any Selected Participant other than a Director or an officer of the Company) by way of an Award Letter. The Award Letter will specify the Grant Date, the number of Award Shares underlying the Award, the vesting criteria and conditions, the Vesting Date and such other details as the Board or its delegate(s) may consider necessary.

Each grant of an Award to any Director or the Chief Executive Officer shall be subject to the prior approval of the independent non-executive Directors (excluding any independent non-executive Director who is a proposed recipient of the grant of an Award). The Company will comply with the relevant requirements under Chapter 14A of the Listing Rules for any grant of shares to connected persons of the Company.

**(b) Restrictions on Grants and Timing of Grants**

The Board and its delegate(s) may not grant any Award Shares to any Selected Participant in any of the following circumstances:

- (i) where any applicable approval from any applicable regulatory authorities has not been granted;
- (ii) where any member of the Group will be required under applicable securities laws, rules or regulations to issue a prospectus or other offer documents in respect of such Award or the Share Award Scheme, unless the Board determines otherwise;
- (iii) where such Award would result in a breach by any member of the Group or its directors of any applicable securities laws, rules or regulations in any jurisdiction;
- (iv) where such grant of Award would result in a breach of the Share Award Scheme Limit, or would otherwise cause the Company to issue Shares in excess of the permitted amount in the Scheme Mandate approved by the Shareholders;
- (v) where any Director is in possession of unpublished inside information in relation to the Company or where dealings by Directors are prohibited under any code or requirement of the Listing Rules and all applicable laws, rules or regulations, from time to time;
- (vi) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
- (vii) during the period of 30 days immediately preceding the publication date of the half-year results or, if shorter, the period from the end of the relevant half-year period up to the publication date of the results.

**5. MAXIMUM NUMBER OF SHARES TO BE GRANTED**

The aggregate number of Shares underlying all grants made pursuant to the Share Award Scheme (excluding Award Shares which have been forfeited in accordance with the Share Award Scheme) will not exceed 7% of the total number of issued Shares without further Shareholders' approval, i.e. approximately 55,084,636 Shares (the "**Share Award Scheme Limit**").

Save as otherwise restricted by the Share Award Scheme Limit or the Listing Rules, there shall be no limit on the total number of non-vested Award Shares that may be granted to a Selected Participant under the Share Award Scheme.

## **6. SCHEME MANDATE**

To the extent that the Share Award Scheme Limit is subsequently increased by way of alteration of the Share Award Scheme and the Company is required to issue and allot new Shares to satisfy any Awards in excess of any amount previously approved by the Shareholders, the Company shall at a general meeting propose, and the Shareholders shall consider and, if thought fit, pass an ordinary resolution approving a mandate specifying:

- (a) the maximum number of new Shares that may be issued for this purpose; and
- (b) that the Board has the power to issue, allot, procure the transfer of and otherwise deal with the Shares in connection with the Share Award Scheme.

The mandate will remain in effect during the period from the passing of the ordinary resolution granting the mandate until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the end of the period within which the Company is required by any applicable laws or by the Articles of Association to hold the next annual general meeting of the Company; and
- (c) the variation or revocation of such mandate by an ordinary resolution of the Shareholders in a general meeting.

## **7. RIGHTS ATTACHED TO THE AWARD**

Save that the Board at its discretion may from time to time determine that any dividends declared and paid by the Company in relation to the Award Shares be paid to the Selected Participants even though the Award Shares have not yet vested, the Selected Participant only has a contingent interest in the Award Shares underlying an Award unless and until such Award Shares are actually transferred to the Selected Participant, nor does he/she have any rights to any cash or non-cash income until the Award Shares and Related Income vest.

Neither the Selected Participant nor the Trustee may exercise any voting rights in respect of any Award Shares that have not yet vested.

## **8. RIGHTS ATTACHED TO THE SHARES**

Any Award Shares transferred to a Selected Participant in respect of any Awards will be subject to all the provisions of the Articles of Association and will form a single class with the fully paid Shares in issue on the relevant date.

**9. ISSUE OF SHARES AND/OR TRANSFER OF FUNDS TO THE TRUSTEE**

The Company shall (i) issue and allot Shares to the Trustee under the specific mandate sought from Shareholders at the Annual General Meeting and/or (ii) transfer to the Trustee the necessary funds and instruct the Trustee to acquire Shares through on-market transactions at the prevailing market price (which the Trustee shall do as soon as reasonably practicable and no later than 30 Business Days from the Grant Date), so as to satisfy the Awards.

**10. ASSIGNMENT OF AWARDS**

Any Award Shares granted under the Share Award Scheme but not yet vested are personal to the Selected Participants to whom they are granted and cannot be assigned or transferred. A Selected Participant shall not in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any Award, or enter into any agreement to do so.

**11. VESTING OF AWARDS**

The Board or its delegate(s) may from time to time while the Share Award Scheme is in force and subject to all applicable laws, determine such vesting criteria and conditions or periods for the Award to be vested.

Within a reasonable time period as agreed between the Trustee and the Board or its delegate(s) from time to time prior to any Vesting Date, the Board or its delegate(s) will send a vesting notice to the relevant Selected Participant which states the extent to which the Award Shares held in the Trust shall be transferred and released from the Trust to the Selected Participant. Subject to the receipt of the vesting notice and notification from the Board or its delegate(s), the Trustee will transfer and release the relevant Award in the manner as determined by the Board or its delegate(s).

If, in the absolute discretion of the Board or its delegate(s), it is not practicable for the Selected Participant to receive the Award in Shares, solely due to legal or regulatory restrictions with respect to the Selected Participant's ability to receive the Award in Shares or the Trustee's ability to give effect to any such transfer to the Selected Participant, the Board or its delegate(s) will direct and procure the Trustee to sell, on-market at the prevailing market price, the number of Award Shares so vested in respect of the Selected Participant and pay the Selected Participant the proceeds arising from such sale based on the Actual Selling Price of such Award Shares in cash as set out in the vesting notice.

If there is an event of change in control of the Company by way of a merger, a privatisation of the Company by way of a scheme or by way of an offer, the Board or the committee of the Board or person(s) to which the Board has delegated its authority shall at their sole discretion determine whether the Vesting Dates of any Awards will be accelerated to an earlier date.

**12. CONSOLIDATION, SUB-DIVISION, BONUS ISSUE AND OTHER DISTRIBUTION**

In the event the Company undertakes a sub-division or consolidation of the Shares, corresponding changes will be made to the number of outstanding Award Shares that have been granted provided that the adjustments shall be made in such manner as the Board or its delegate(s) determines to be fair and reasonable in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Share Award Scheme for the Selected Participants. All fractional shares (if any) arising out of such consolidation or subdivision in respect of the Award Shares of a Selected Participant shall be deemed as Returned Shares and shall not be transferred to the relevant Selected Participant on the relevant Vesting Date. The Trustee shall hold Returned Shares to be applied in accordance with the provisions of the Share Award Scheme rules for the purpose of the Share Award Scheme.

In the event of an issue of Shares by the Company credited as fully paid to the holders of the Shares by way of capitalisation of profits or reserves (including share premium account), the Shares attributable to any Award Shares held by the Trustee shall be deemed to be an accretion to such Award Shares and shall be held by the Trustee as if they were Award Shares purchased by the Trustee hereunder and all the provisions hereof in relation to the original Award Shares shall apply to such additional Shares.

In the event of any non-cash distribution or other events not referred to above by reason of which the Board or its delegate(s) considers an adjustment to an outstanding Award to be fair and reasonable, an adjustment shall be made to the number of outstanding Award Shares of each Selected Participant as the Board or its delegate(s) shall consider as fair and reasonable, in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Share Award Scheme for the Selected Participants. The Company shall provide such funds, or such directions on application of the Returned Shares or Returned Trust Funds, as may be required to enable the Trustee to purchase Shares on-market at the prevailing market price to satisfy the additional Award.

In the event the Company undertakes an open offer of new securities, the Trustee shall not subscribe for any new Shares. In the event of a rights issue, the Trustee shall seek instructions from the Company on the steps or actions to be taken in relation to the nil-paid rights allotted to it.

**13. RETIREMENT, DEATH OR PERMANENT PHYSICAL OR MENTAL DISABILITY OF AN ELIGIBLE PERSON**

If a Selected Participant ceases to be an Eligible Person by reason of retirement of the Selected Participant, any outstanding Award Shares and Related Income not yet vested shall continue to vest in accordance with the Vesting Dates set out in the Award Letter, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

If a Selected Participant ceases to be an Eligible Person by reason of (i) death of the Selected Participant; (ii) termination of the Selected Participant's employment or contractual engagement with the Group or an Affiliate by reason of his/her permanent physical or mental disablement; or (iii) termination of the Selected Participant's employment or contractual engagement with the Group by reason of redundancy, any outstanding Award Shares and Related Income not yet vested shall be immediately forfeited, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

If a Selected Participant, being an employee whose employment is terminated by the Group or an Affiliate by reason of the employer terminating the contract of employment without notice or payment in lieu of notice, or the Selected Participant having been convicted of any criminal offence involving his or her integrity or honesty, any outstanding Award Shares and Related Income not yet vested shall be immediately forfeited, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

If a Selected Participant is declared bankrupt or becomes insolvent or makes any arrangements or composition with his or her creditors generally, any outstanding Award Shares and Related Income not yet vested shall be immediately forfeited, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

If a Selected Participant ceases to be an Eligible Person for reasons other than those stated in this paragraph, any outstanding Award Shares and Related Income not yet vested shall be immediately forfeited, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

#### **14. ALTERATION OF THE SHARE AWARD SCHEME**

The Share Award Scheme may be altered in any respect (save for the Share Award Scheme Limit) by a resolution of the Board provided that no such alteration shall operate to affect adversely any subsisting rights of any Selected Participant unless otherwise provided for in the Share Award Scheme Rules, except:

- (a) with the consent in writing of Selected Participants amounting to three-fourths in nominal value of all Award Shares held by the Trustee on that date; or
- (b) with the sanction of a special resolution that is passed at a meeting of the Selected Participants amounting to three-fourths in nominal value of all Award Shares held by the Trustee on that date.

**15. TERMINATION**

The Share Award Scheme shall terminate on the earlier of:

- (a) the end of the Award Period except in respect of any non-vested Award Shares granted hereunder prior to the expiration of the Share Award Scheme, for the purpose of giving effect to the vesting of such Award Shares or otherwise as may be required in accordance with the provisions of the Share Award Scheme; and
- (b) such date of early termination as determined by the Board provided that such termination shall not affect any subsisting rights of any Selected Participant under the Share Award Scheme Rules, provided further that for the avoidance of doubt, the change in the subsisting rights of a Selected Participant in this paragraph 15(b) refers solely to any change in the rights in respect of the Award Shares already granted to a Selected Participant.

**16. ADMINISTRATION OF THE SHARE AWARD SCHEME**

The Board has the power to administer the Share Award Scheme, including the power to construe and interpret the rules of the Share Award Scheme, the terms of the Awards granted under the Share Award Scheme, and where applicable, the Trust deed. The Board may delegate the authority to administer the Share Award Scheme to a committee of the Board or other person(s) as deemed appropriate at the sole discretion of the Board. The Board or its delegate(s) may also appoint one or more independent third party contractors to assist in the administration of the Share Award Scheme as they think fit.



**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 is hereby given** that an annual general meeting (the “**Annual General Meeting**”) 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 Friday, 19 May 2017 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2016.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) to re-elect Mr. Ge Xuan as an independent non-executive director of the Company;
  - (b) to re-elect Mr. Lu Zhong as an independent non-executive director of the Company;
  - (c) to re-elect Mr. Cheung Chung Yan David as an independent non-executive director of the Company.
3. To authorize the board of directors of the Company to fix the respective directors’ remuneration.
4. To re-appoint Grant Thornton Hong Kong Limited as the auditors of the Company and to authorize the board of directors of the Company to fix its remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. “**THAT:**
  - (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares in accordance with all applicable laws, rules and regulations;

## NOTICE OF ANNUAL GENERAL MEETING

(b) the total number of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution, subject to adjustments according to any subsequent consolidation or subdivision of shares; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. **“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme or a restricted share units scheme of the Company;
  - (iii) the exercise of rights of the subscription or conversion under the terms of any warrants to be issued by the Company or any securities which are convertible into shares; and

## NOTICE OF ANNUAL GENERAL MEETING

(iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the number of issued shares of the Company on the date of passing of this resolution, subject to adjustments according to any subsequent consolidation or subdivision of shares; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

7. “**THAT** conditional upon the passing of Ordinary Resolution 5 and Ordinary Resolution 6 of the notice convening this meeting (the “**Notice**”), the general mandate set out in Ordinary Resolution 6 of the Notice be and is hereby extended by the addition to the number of issued shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the number of issues shares of the Company repurchased by the Company pursuant to the mandate referred to in Ordinary Resolution 6 of the Notice, provided that such amount shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution.”

## NOTICE OF ANNUAL GENERAL MEETING

8. **“THAT:**

- (a) the adoption of the share award scheme (the **“Share Award Scheme”**) in accordance with the rules of the Share Award Scheme be and is hereby approved.

9. **“THAT:**

- (a) conditional on the passing of Ordinary Resolution 8 of the Notice and subject to subparagraph (b) of this resolution, a mandate be and is hereby granted to the directors of the Company during the Relevant Period (as defined in paragraph (c) below) to exercise all the powers of the Company to issue, allot, procure the transfer of and otherwise deal with additional shares underlying any awards granted under the Share Award Scheme;
- (b) the aggregate number of shares underlying all awards granted under the Share Award Scheme pursuant to the approval in sub-paragraph (a) of this resolution shall not exceed 23,607,701 shares, representing approximately 3% of the total number of issued shares of the Company on the date of passing this resolution; and
- (c) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by Cayman Islands law or the articles of association of the Company or any applicable laws to be held; and
- iii. the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

10. **“THAT** the vesting periods of the Affected Share Options granted to each of Mr. Yang Eric Qing and Mr. Ng Kwok Leung Frank with a vesting period on or before 1 July 2018 be amended to start on 1 July 2018, provided that:

- (a) such amendment shall not take effect upon the occurrence of one of the Affected Share Option Vesting Events; and

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- (b) such modification and/or amendment is effected in accordance with the provisions of the Share Option Scheme and/or the Management Pre-IPO Share Option Scheme relating to modification and/or amendment and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).”

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

Hong Kong, 18 April 2017

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (i.e. before 10:00 a.m. on Wednesday, 17 May 2017) or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 16 May 2017 to Friday, 19 May 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 Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 15 May 2017.

\* *For identification purpose only*