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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)

CONNECTED TRANSACTION LIMITED PARTNERSHIP AGREEMENT FOR THE SUBSCRIPTION OF INTEREST IN THE INVESTMENT FUND

SUBSCRIPTION OF INTEREST IN THE INVESTMENT FUND

The Board is pleased to announce that on 21 June 2016, among others, the Substantial Shareholders (connected persons of the Company) and Beijing Lianzhong entered into the Limited Partnership Agreement pursuant to which the parties agreed to be limited partners of the Investment Fund.

Pursuant to the Limited Partnership Agreement, the total capital commitment to the Investment Fund is RMB201 million (approximately HK\$237.32 million), among which, RMB54 million (approximately HK\$63.76 million) is to be contributed by the Substantial Shareholders, RMB40 million (approximately HK\$47.23 million) is to be contributed by Beijing Lianzhong and RMB107 million (approximately HK\$126.33 million) is to be contributed by other parties to the Limited Partnership Agreement.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Mr. Liu is a non-executive director of the Company and Mr. Zhang Rongming was a past director of the Company within the last twelve months and are therefore connected persons of the Company. In addition, the Substantial Shareholders hold 175,343,364 Shares, representing approximately 22.27% of the issued share capital of the Company and are therefore connected persons of the Company pursuant to the Listing Rules. Accordingly, the Transaction constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Limited Partnership Agreement exceed 0.1% but are less than 5%, the Transaction will be subject to the annual review and disclosure requirements but exempt from the independent shareholders' approval requirement as set out in Chapter 14A of the Listing Rules.

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THE LIMITED PARTNERSHIP AGREEMENT

The principal terms of the Limited Partnership Agreement are set out as follows:

- Date:** 21 June 2016
- Name of the Investment Fund:** 北京眾創永聯投資管理中心(有限合夥) (Beijing Zhongchuang Yonglian Investment Management Centre (LLP))*
- Parties:** General Partner: 北京伯樂縱橫投資管理中心 (有限合夥) (Beijing Bole Latitude Investment Management Centre (LLP))*
- Limited Partners:
- (i) The Substantial Shareholders;
 - (ii) Beijing Lianzhong; and
 - (iii) Others.

As at the date of this announcement, the Substantial Shareholders hold 175,343,364 Shares, representing approximately 22.27% of the issued share capital of the Company and are therefore connected persons of the Company pursuant to the Listing Rules.

- Term and Termination of the Limited Partnership Agreement:** Five years from the date of the Limited Partnership Agreement, subject to the General Partner's right to extend the term of the partnership by two years.

If there are any unrealized investment projects in the Investment Fund's portfolio upon expiration of the term (or the extension), the term of the partnership may be extended subject to unanimous approval from the General Partner and the Limited Partners. If the General Partner and the Limited Partners cannot reach a unanimous decision regarding the extension, the Limited Partnership Agreement will be terminated on the expiration of the term (or the extension).

Scope of Business:

The scope of business of the Investment Fund is investment management, equity investment and business management consulting.

Purpose of the Investment Fund:

The main purpose of the Investment Fund is to engage in investment activities and to generate investment returns for its partners.

Capital contribution:

The total capital commitment to the Investment Fund under the Limited Partnership Agreement is RMB201 million (approximately HK\$237.32 million) to be contributed as follows:

	Committed capital contribution amount (RMB million)	Percentage (%)
Substantial Shareholders	54	26.87%
Beijing Lianzhong	40	19.90%
Other parties	107	53.23%
Total	201	100%

Each of the Substantial Shareholders will contribute RMB18 million (approximately HK\$21.25 million) for the subscription of interest in the Investment Fund.

The size of the Investment Fund and the capital contribution of each Partner are determined after arm's length negotiations between the General Partner and the Limited Partners with reference to the anticipated capital requirements of the Investment Fund.

Payment of the capital contributions:

The Partners shall make their respective capital contributions to the Investment Fund up to their respective committed amounts during the investment period.

The capital contributions will be payable by the parties in cash. The Group will finance its capital commitment contributed by Beijing Lianzhong in the Investment Fund from its internal resources.

Investment decision committee:

The investment decision committee is the highest decision-making body of the Investment Fund for investment decisions (including exiting from the investments). The investment decision committee is responsible for the following:

- (i) deciding on investment proposals and selecting target companies for investments;
- (ii) determining and confirming (before or after the investment) the investment amount and valuation of target companies for investments; and
- (iii) establishing and implementing profit allocation schemes for partners of the Investment Fund.

The investment decision committee will consist of three members, including Mr. Bao Yueqiao (鮑岳橋), Ms. Wu Lan (烏蘭) and Mr. Yu Haizhong (于海中). Changes to the composition of the investment decision committee shall be decided by a majority of the partners meeting.

Transfer of Interest:

Each party may transfer all or part of its interest in the Investment Fund to any person in accordance with the Limited Partnership Agreement and applicable laws.

INFORMATION OF THE PARTIES

The Company

The Company is principally engaged in the operation of online and offline mind-sports in the PRC and globally. As at the date of this announcement, the Group holds various investments in mind-sports across an array of platforms including PC, mobile and real life tournaments.

Beijing Lianzhong

Beijing Lianzhong is a company incorporated under the laws of the PRC with limited liability on 23 March 1998 and the financial results of which are consolidated and accounted for as a subsidiary of the Company. The principal business activities of Beijing Lianzhong are operating online card and board games.

Substantial Shareholders

The Substantial Shareholders collectively hold 175,343,364 Shares, representing approximately 22.27% of the issued share capital of the Company. The Substantial Shareholders are acting in concert (within the meaning ascribed thereto under the Codes on Takeovers and Mergers) pursuant to a concert party agreement entered into on 22 February 2014 with Mr. Li Jianhua, Ms. Long Qi and Beijing Tonshengcheng Investment Management Center (LLP).

General Partner

The General Partner is a fund manager which completed its registration as manager with the Asset Management Association of China (中國證券投資基金業協會).

Other parties

Other parties of the Investment Fund include two investment funds which are mainly engaged in equity investment and business management consulting and one individual, Ms. Wu Lan (烏蘭) (an approximately 2.7% shareholder of the Company).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the General Partner and the other parties and their respective ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

REASONS FOR AND BENEFITS OF ENTERING INTO THE LIMITED PARTNERSHIP AGREEMENT

The Company is principally engaged in the operation of online and offline mind-sports in the PRC and globally. As at the date of this announcement, the Group holds various investments in mind-sports across an array of platforms including PC, mobile and real life tournaments.

The Board has been continuously and actively looking for new business opportunities in the mind-sports industry and online business industries for development and expansion. The Board believes that the subscription of interest in the Investment Fund under the Limited Partnership Agreement will provide a platform for the Group to leverage its existing business experience, resources and network to explore new business opportunities for acquisitions, and also minimise the investment risks of the Group. The investment in the Investment Fund is in line with the Company's long-term corporate strategy.

It is the objective that the fund size of the Investment Fund shall reach RMB201 million (approximately HK\$237.32 million) and the General Partner is responsible for sourcing additional funds depending on the size of the investment project(s).

The Board (including the independent non-executive directors of the Company other than Mr. Liu who is required to abstain from voting on the relevant resolutions at the board meeting) believes that the terms of the Limited Partnership Agreement and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms and in the ordinary and usual course of business of the Group and are in the interests of the Company and the Shareholders as a whole. Save for Mr. Liu, none of the directors of the Company have a material interest in the Transaction or was required to abstain from voting on the relevant resolutions of the Board.

IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, Mr. Liu is a non-executive director of the Company and Mr. Zhang Rongming was a past director of the Company within the last twelve months and are therefore connected persons of the Company. In addition, the Substantial Shareholders hold 175,343,364 Shares, representing approximately 22.27% of the issued share capital of the Company and are therefore connected persons of the Company pursuant to the Listing Rules. Accordingly, the Transaction constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Limited Partnership Agreement exceed 0.1% but are less than 5%, the Transaction will be subject to the annual review and disclosure requirements but exempt from the independent shareholders' approval requirement as set out in Chapter 14A of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the meanings ascribed to them below:

“Beijing Lianzhong”	Beijing Lianzhong Co., Ltd., a company incorporated under the laws of the PRC with limited liability on 23 March 1998, the financial results of which have been consolidated and accounted for as a subsidiary of the Company
“Board”	the board of directors of the Company
“Company”	Ourgame International Holdings Limited, a company incorporated in the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to such term in the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to such term in the Listing Rules

“General Partner”	the general partner of the Investment Fund, being 北京伯樂縱橫投資管理中心 (有限合夥) (Beijing Bole Latitude Investment Management Centre (LLP)*)
“Group”	the Company, its subsidiaries and Beijing Lianzhong
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Investment Fund”	北京眾創永聯投資管理中心(有限合夥) (Beijing Zhongchuang Yonglian Investment Management Centre (LLP))* , a fund established in Beijing of the PRC
“Limited Partners”	the limited partners of the Investment Fund, being the Substantial Shareholders, Beijing Lianzhong and other parties
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Limited Partnership Agreement”	the limited partnership agreement dated 21 June 2016 entered into between, among others, the Substantial Shareholders and Beijing Lianzhong in respect of the subscription of interest in the Investment Fund
“Mr. Liu”	means Mr. Liu Jiang, a non-executive director of the Company
“Partners”	the partner(s) of the Investment Fund, including the General Partner and the Limited Partners
“PRC”	the People’s Republic of China, which for the purpose of this announcement only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholders”	Mr. Liu, Mr. Zhang Rongming and Mr. Shen Dongri, each substantial shareholder of the Company under the definition of the Listing Rules
“Transaction”	the entering into of the Limited Partnership Agreement and the transactions contemplated thereunder

“%” per cent

For illustration purposes, amounts in RMB in this announcement have been translated into HK\$ at HK\$1 = RMB0.84696.

By order of the Board
Ourgame International Holdings Limited
Yang Eric Qing
Chairman and Executive Director

Beijing, PRC 21 June 2016

As at the date of this announcement, the executive directors are Mr. Yang Eric Qing and Mr. Ng Kwok Leung Frank; the non-executive directors are Mr. Liu Jiang, Mr. Hua Guanfa, Mr. Fan Tai and Mr. Chen Xian; the independent non-executive directors are Mr. Ge Xuan, Mr. Lu Zhong and Mr. Cheung Chung Yan David.

* *For identification purposes only*