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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  
PROPOSED REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT  
MODIFICATION OF VESTING PERIOD OF OPTIONS  
GRANTED TO EXECUTIVE DIRECTORS  
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, 13 May 2016 at 10:00 a.m. is set out on pages 19 to 23 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>).

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 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*

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## DEFINITIONS

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

“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, 13 May 2016 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 19 to 23 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
“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 Lianzhong
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules
“Date of Adoption”	19 November 2014, being the date on which the Share Option Scheme was adopted by the Company
“Director(s)”	the director(s) of the Company

## DEFINITIONS

“Eligible Person(s)”	any individual, being an Employee, director or officer of any member of the Group 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 resident in a place where the grant, acceptance, vesting or exercise of the Options pursuant to the Share Option 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 Option Scheme and such individual shall therefore be excluded from the term Eligible Person
“Employee”	any full-time employee of any members of the Group provided that the Grantee shall not cease to be an Employee in the case of (a) any leave of absence approved by the Company; or (b) transfer amongst the Company or any successor, and provided further that an Employee shall, for the avoidance of doubt, cease to be an Employee with effect from (and including) the date of termination of his employment
“Employee Pre-IPO Share Option Scheme”	the pre-IPO share option scheme granted to certain employees of the Company
“Grantee”	any Eligible Person who accepts an Offer in accordance with the terms of the Share Option Scheme, or (where the context so permits) any person who is entitled in accordance with applicable laws of succession to any such Option in consequence of the death of the original Grantee, or the legal personal representative of such person
“Group” or “the Group”	the Company and its subsidiaries
“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”	7 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

## DEFINITIONS

“Lianzhong”	Beijing Lianzhong Co., Ltd., a company incorporated under the laws of the PRC on 23 March 1998, the financial results of which have been accounted for as a subsidiary of the Company
“Lianzhong International”	Lianzhong International Company Limited, a limited company incorporated under the laws of the British Virgin Islands on 11 July 2011, a wholly-owned subsidiary of Lianzhong
“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 granted to certain management members of our Company
“Offer”	the offer of the grant of an Option made in accordance with the Share Option Scheme
“Option(s)”	the right granted to subscribe for Shares pursuant to the Share Option Scheme
“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
“RMB”	Renminbi, the lawful currency of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

## DEFINITIONS

“Scheme Mandate Limit”	the limit imposed under the Share Option Scheme Rules on the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme of the Company, which may be renewed/refreshed pursuant to the Share Option Scheme Rules but shall not exceed 10% of the Shares in issued as at the date of approval of the proposed renewal/refreshment by the Shareholders
“Share(s)”	ordinary share(s) of our Company with a par value of US\$0.00005 each
“Share Option Scheme”	the share option scheme adopted by the Company on 19 November 2014
“Share Option Scheme Rules”	the rules relating to the Share Option Scheme
“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, Ugland 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

12 April 2016

*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  
PROPOSED REFRESHMENT OF THE  
SHARE OPTION SCHEME MANDATE LIMIT  
MODIFICATION OF VESTING PERIOD OF OPTIONS  
GRANTED TO EXECUTIVE DIRECTORS  
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. Yang Eric Qing, Mr. Ng Kwok Leung Frank, Mr. Hua Guanfa and Mr. Liu Jiang 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, 787,190,374 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 78,719,037 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, 787,190,374 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 157,438,074 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. REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Company adopted the Share Option Scheme pursuant to an ordinary resolution at the extraordinary general meeting held on the Date of Adoption. Under the terms of the Share Option Scheme, the Directors are authorised to grant Options to Eligible Persons up to the Scheme Mandate Limit in force from time to time.

The Company also has an Employee Pre-IPO Share Option Scheme and a Management Pre-IPO Share Option Scheme. On 7 March 2014, 25,009,600 share options (adjusted for capitalisation issue) were granted to 29 key employees of the Company by Blink Milestones Limited under the Employee Pre-IPO Share Option Scheme and will not involve our Company issuing any new Shares. On 20 February 2014, 50,042,553 share options (adjusted for capitalization issue) were granted to certain members of our senior management and Directors. No further options will be granted under the Employee Pre-IPO Share Option Scheme or the Management Pre-IPO Share Option Scheme. As at the Latest Practicable Date, 5,213,600 options have been exercised and 4,508,003 options have been cancelled under the Employee Pre-IPO Share Option Scheme with 15,287,997 options and 46,219,929 options outstanding under the Employee Pre-IPO Share Option Scheme and the Management Pre-IPO Share Option Scheme respectively. Save for the above, none of the share options so granted were cancelled or lapsed as at the Latest Practicable Date.

Pursuant to the Share Option Scheme Rules and in compliance with Chapter 17 of the Listing Rules, the maximum number of Shares which may be issued upon the exercise of all the options to be granted under the Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 10% of the Shares in issue as at the Date of Adoption. The 10% limit has not been previously refreshed since the Date of Adoption.

As at the Latest Practicable Date,

- (a) there were, in aggregate, 787,190,374 Shares in issue; and
- (b) the Company has granted a total of 78,400,000 Options since the Date of Adoption, 482,900 Options have been cancelled, 42,500 Options have been lapsed and 277,750 Options have been exercised, leaving an outstanding balance of 77,596,850 Options, representing approximately 9.86% of the issued share capital of the Company as at the Latest Practicable Date. Save for the above, none of the Options so far granted have been exercised, cancelled and/or lapsed.

The existing Scheme Mandate Limit is 78,400,000. As mentioned above, the Company has granted a total of 78,400,000 Options since the Date of Adoption. As a result, the Company had fully utilized the existing Scheme Mandate Limit. Unless the Scheme Mandate Limit is refreshed, the Company will not be able to grant any Options pursuant to the Share Option Scheme.

## LETTER FROM THE BOARD

If the refreshment of the Scheme Mandate Limit is approved by the Shareholders at the Annual General Meeting, based on 787,190,374 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued by the Company from the Latest Practicable Date up to and including the date of the Annual General Meeting, the Company will be allowed to grant further options under the Share Option Scheme of up to a total of 78,719,037 Options, representing 10% of the Shares in issue as at the date of passing the resolution (i.e. the date of the Annual General Meeting). Share options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other schemes of the Company) will not be counted for the purpose of calculating the Scheme Mandate Limit as “refreshed”.

Pursuant to the terms of the Share Option Scheme and in accordance with the relevant provisions of Chapter 17 of the Listing Rules, the limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company at any time must not exceed 30% of the Shares in issue from time to time. No options may be granted under the Share Option Scheme or any other share option schemes of the Company if it will result in the aforesaid 30% limit being exceeded. As mentioned in the above paragraph, the Scheme Mandate Limit so refreshed is 78,719,037 which, together with all the outstanding options with rights to subscribe for 77,596,850 Shares since the Date of Adoption, represent approximately 19.86% of the issued share capital of the Company and accordingly, does not exceed the 30% limit as at the Latest Practicable Date.

The Directors consider that the Company should refresh the Scheme Mandate Limit so that the Company could have more flexibility to provide incentives to Eligible Persons of the Share Option Scheme by way of granting share options to them to strive for the future development and success of the Group.

The Directors further consider that the refreshment of the Scheme Mandate Limit is in the interests of the Group and the Shareholders as a whole because it enables the Company to reward appropriately and motivate Eligible Persons under the Share Option Scheme.

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to approve the proposed refreshment of the Scheme Mandate Limit so as to allow the Company to grant further options under the Share Option Scheme for subscription of up to a total of 78,719,037 additional Shares, representing 10% of the Shares in issue as at the date of passing the resolution.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the passing of an ordinary resolution to approve the refreshment of the Scheme Mandate Limit by the Shareholders at the Annual General Meeting; and

## LETTER FROM THE BOARD

- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, any new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the Options that may be granted under the refreshed Scheme Mandate Limit (i.e. up to 10% of the Shares in issue as at the date of passing the relevant ordinary resolution (i.e. the date of the Annual General Meeting)).

Application will be made by the Company to the Stock Exchange for the grant of the listing of, and permission to deal in, any new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the Options that may be granted under the refreshed Scheme Mandate Limit (i.e. up to 10% of the Shares in issue as at the date of passing the relevant ordinary resolution).

### **6. MODIFICATION OF VESTING PERIODS OF 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. The Board has decided to modify the respective vesting periods of their options under the Management Pre-IPO Share Option Scheme and the Share Option Scheme. The respective new vesting periods for Mr. Yang and Mr. Ng will start on 1 July 2017.

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to approve the modification of the vesting periods of Mr. Yang’s and Mr. Ng’s share options.

### **7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 19 to 23 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>). 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,

## LETTER FROM THE BOARD

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 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 and the Issuance Mandate, the proposed refreshment of the Scheme Mandate Limit and the modification of the vesting period 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*

12 April 2016

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

**(1) Mr. Yang Eric Qing (楊慶)**

Mr. Yang Eric Qing, aged 44, has been an executive Director, chairman of the Board and co-chief executive officer since the incorporation of the Company in 2013. Mr. Yang joined the Group in December 2010 and is responsible for general operation, strategy and information technology and of the Company. Mr. Yang also holds directorship in Lianzhong International, a wholly-owned subsidiary of Lianzhong. Mr. Yang held various positions at International Business Machines Corporation (IBM) (including a director of global business services and a director of SMB, MBPS Asia Pacific), a company listed on the New York Stock Exchange (stock code: IBM), including Director and Sector Leader of MBPS Asia Pacific from 2006 to 2007, Director and Sector Leader of Industrial and Distribution Sector, MBPS, Global Emerging Markets in 2009 and Director of GCG Managed Business Process Services in Global Resources Department in 2010. Mr. Yang received his Bachelor of Science degree from the University of California, Berkeley, U.S. in 1994.

As at the Latest Practicable Date, Mr. Yang held share options for an aggregate of 36,531,064 Shares pursuant to the Management Pre-IPO Share Option Scheme and the Share Option Scheme.

Save as disclosed above, Mr. Yang (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. Yang 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. Yang's service agreement, Mr. Yang is entitled to a fixed salary of RMB751,361 per annum and a discretionary year-end bonus of an amount to be determined by the Company's remuneration committee.

Save for the information disclosed above, there are no other matters concerning Mr. Yang that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that 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. Ng Kwok Leung (伍國樑)**

Mr. Ng Kwok Leung Frank, aged 47, is an executive Director and co-chief executive officer of the Company. Mr. Ng joined the Group in June 2004 and is responsible for business development and PC operations and finance of the Company. He also serves as the chairman of the board of directors of Lianzhong's subsidiary, Shanghai Yaozhong Culture Broadcast Co., Ltd.. He holds directorships in Beijing Linghegu Online Technology Co, Ltd., a company in which Lianzhong holds 14.21% interest, Lianzhong International and Tianjin Lianzhong Enjoyment Technology Development Limited (天津聯眾樂趣科技發展有限公司). He has joined the Group since 2004 and served as vice president and joint chief executive officer of the Group. Before joining the Group, Mr. Ng served as the senior associate of Grant Thornton LLP in the United States for approximately four years and the vice president of PCC Skyhorse Limited, an associated company of PCCW, a company listed on the Stock Exchange (stock code: 0008), for three years. Mr. Ng received his Bachelor of Science degree from the University of California, Berkeley, U.S. in 1992.

As at the Latest Practicable Date, Mr. Ng held share options for an aggregate of 36,531,064 Shares pursuant to the Management Pre-IPO Share Option Scheme and Share Option Scheme.

Save as disclosed above, Mr. Ng (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. Ng 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. Ng's service agreement, Mr. Ng is entitled to a fixed salary of RMB661,593 per annum and a discretionary year-end bonus of an amount to be determined by the Company's remuneration committee.

Save for the information disclosed above, there are no other matters concerning Mr. Ng that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that 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. Liu Jiang (劉江)**

Mr. Liu Jiang (“**Mr. Liu**”), aged 48, has been an executive Director since the incorporation of the Company and became a non-executive Director from 27 March 2015. Mr. Liu joined the Group in December 2010. Mr. Liu also holds directorships in Blink Milestones Limited and Sonic Force Limited, which are the Substantial Shareholders of the Company. He also serves as president and chairman of the board of directors of Hehong Holdings Group, a real estate group. Mr. Liu received his Bachelor of Economics from the East China Jiaotong University, China in 1991.

As at the Latest Practicable Date, Mr. Liu was interested in 175,143,364 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Liu (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. Liu 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. Liu’s service agreement, Mr. Liu is entitled to a base fee of HK\$1 per annum.

Save for the information disclosed above, there are no other matters concerning Mr. Liu that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that 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.

**(4) Mr. Hua Guanfa (華觀發)**

Mr. Hua Guanfa (“**Mr. Hua**”), aged 32, has been a non-executive Director of the Company since 5 February 2016. Mr. Hua worked for the Nanfang Media Group from July 2005 to June 2010. From July 2010 to April 2015, he held various positions (including deputy director, director of general management, and secretary to the board of directors) at Weichai Heavy Machinery Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: SZ000880). In April 2015, Mr. Hua joined Irena Group Co., Ltd. (formerly known as Beijing Irena Culture Co., Ltd.), a company listed on the National Equities Exchange and Quotations System in the PRC (stock code: 834358), and has served as a director, deputy general manager and secretary to the board of directors since June 2015. Mr. Hua received his Bachelor of Journalism degree from Lanzhou University in 2005 and Master of Business Administration degree from Chinese Academy of Science in 2013.

Save as disclosed above, Mr. Hua (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. Hua 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. Hua's service agreement, Mr. Hua is entitled to a base fee of HK\$1 per annum.

Save for the information disclosed above, there are no other matters concerning Mr. Hua that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor any other matters and information that 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, 787,190,374 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 787,190,374 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 78,719,037 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 2015) 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>	28.71%	31.90%
Glassy Mind Holdings Limited	226,000,000 <sup>(1)</sup>	28.71%	31.90%
Mr. Zhang Rongming	175,343,364 <sup>(2)</sup>	22.27%	24.75%
Mr. Liu Jiang	175,343,364 <sup>(2)</sup>	22.27%	24.75%
Elite Vessels Limited	175,343,364 <sup>(2)</sup>	22.27%	24.75%
Sonic Force Limited	175,343,364 <sup>(2)</sup>	22.27%	24.75%
Blink Milestones Limited	175,343,364 <sup>(2)</sup>	22.27%	24.75%
Mr. Shen Dongri	175,343,364 <sup>(2)</sup>	22.27%	24.75%
Prosper Macrocosm Limited	175,343,364 <sup>(2)</sup>	22.27%	24.75%
Ms. Long Qi	175,343,364 <sup>(2)</sup>	22.27%	24.75%
Golden Liberator Limited	175,343,364 <sup>(2)</sup>	22.27%	24.75%
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 their 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 HK\$</b>	<b>Lowest HK\$</b>
April 2015	7.48	3.80
May 2015	9.48	6.45
June 2015	9.29	6.00
July 2015	6.49	2.32
August 2015	4.65	2.82
September 2015	4.50	3.51
October 2015	4.40	3.61
November 2015	5.87	3.90
December 2015	5.85	4.71
January 2016	5.79	4.01
February 2016	4.68	4.10
March 2016	4.48	3.62
April 2016 ( <i>up to the Latest Practicable Date</i> )	4.49	4.00

# NOTICE OF ANNUAL GENERAL MEETING



## 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, 13 May 2016 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 2015.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) to re-elect Mr. Yang Eric Qing as an executive director of the Company;
  - (b) to re-elect Mr. Ng Kwok Leung Frank as an executive director of the Company;
  - (c) to re-elect Mr. Liu Jiang as a non-executive director of the Company;
  - (d) to re-elect Mr. Hua Guanfa as a 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 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;

\* *For identification purpose only*

## 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.”
8. “**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the Shares with a nominal value of US\$0.00005 each in the capital of the Company to be issued pursuant to the exercise of options which may be granted under the Refreshed

## NOTICE OF ANNUAL GENERAL MEETING

Scheme Limit (as defined below), the refreshment of the existing limit in respect of the grant of options to subscribe for Shares under the share option scheme adopted by the Company on 19 November 2014 (the “**Share Option Scheme**”) and any other share option scheme(s) as may from time to time be adopted by the Company:

- (a) approval be granted for the refreshment of the general limit in respect of the grant of options to subscribe for Shares of the Company under the Share Option Scheme and any other share option scheme(s) of the Company provided that (i) the total number of shares in respect of which options may be granted under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10% of the total number of shares of the Company in issue at the date of passing this resolution; (the “**Refreshed Scheme Limit**”) and (ii) options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with the terms of the Share Option Scheme or exercised options will not be counted for the purpose of calculating the Refreshed Scheme Limit; and
  - (b) the directors of the Company be authorised to offer or grant options pursuant to the Share Option Scheme and any other share option scheme(s) of the Company within the Refreshed Scheme Limit and to exercise all powers of the Company to allot and issue shares upon the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”
9. “**THAT** the vesting period of 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 be amended to start on 1 July 2017 provided that such modification and/or amendment is effected in accordance with the provisions of the 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, 12 April 2016

## NOTICE OF ANNUAL GENERAL MEETING

*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 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 Wednesday, 11 May 2016 to Friday, 13 May 2016, 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 Tuesday, 10 May 2016.